

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 46th Annual General Meeting of the Members of International Data Management Limited will be held on Wednesday, 27th September, 2023 at 3:30 PM (IST), through Video Conferencing / Other Audio-Visual Means ("VC" / "OAVM") Facility to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements along with the Reports of the Board of Directors and of the Auditors thereon

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and of the Auditors thereon, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered, and adopted."

Item No. 2 - Re-appointment of Ms. Rita Gupta as a Director liable to retire by rotation

To re-appoint Ms. Rita Gupta (DIN - 00899240), who retires by rotation and being eligible, has offered herself for re-appointment as a Director, liable to retire by rotation, and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Rita Gupta (DIN - 00899240), who retires by rotation at this meeting and being eligible has offered herself for re-appointment as a Director be and is hereby re-appointed as a Director, of the Company, liable to retire by rotation."

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

Place: New Delhi
Date: 10th August, 2023

Pradeep Tahiliani
Company Secretary &
Compliance Officer
Membership No: ACS 18570

Notes:

1. In compliance with the Circular(s) issued by the Ministry of Corporate Affairs ("MCA") bearing nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and other relevant circulars, if any, issued by MCA ("MCA Circulars"), Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and other applicable laws, rules and regulations, the 46th Annual General Meeting ("AGM") of the Company is being held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the 46th AGM shall be the Registered Office of the Company.
2. The MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 respectively issued by the Securities and Exchange Board of India, have dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the Members of the Company. Accordingly, the Notice of the 46th AGM and the Annual Report 2022-23 of the Company are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members who wish to obtain physical copies of the 46th AGM Notice and the Annual Report 2022-23, may write to us at idsmcomplianceofficer@gmail.com.
3. Members who have not registered their email addresses with the Company or with their respective Depository Participant(s) and who wish to receive the Notice of the 46th AGM and the Annual Report 2022-23 and other communication sent by the Company, from time to time, can register for the same by submitting a duly filled-in request form mentioning their folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN Card and Aadhaar supporting the registered address of the Member, by email to the Company Company at idsmcomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at admin@skylinerta.com / compliances@skylinerta.com. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

4. Pursuant to the provisions of the Companies Act, 2013 ("the Act") and SEBI Listing Regulations read with the Circulars issued by MCA and SEBI, the 46th 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.
5. The attendance of the Members attending the 46th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
6. 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 46th 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 46th AGM through VC/OAVM Facility and e-Voting during the 46th AGM.
7. 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 46th AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at ldmcomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at admin@skylinerta.com / compliances@skylinerta.com with a copy marked to helpdesk.evoting@cdslindia.com.
8. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e. from Saturday, 23rd September, 2023 to Wednesday 27th September, 2023 (both days inclusive).
9. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations 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 AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. Wednesday, September 20, 2023 are entitled to vote on the resolutions as mentioned in this Notice. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the aforesaid cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 24, 2023 and will end at 5.00 p.m. on Tuesday, September 26, 2023. 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 Mr. Nishant Rana, Proprietor of M/s Rana & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
10. Members may join the 46th AGM through VC/OAVM Facility, by following the procedure as mentioned below, which shall be kept open from 3:00 p.m. (IST) i.e. 30 minutes before the time scheduled to start the 46th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 46th AGM. Members may note that the VC/OAVM Facility allows participation of at least 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 46th AGM without any restriction on account of first-come-first-served principle.
11. 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 admin@skylinerta.com / compliances@skylinerta.com.
12. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form, 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 Agent for assistance in this regard. Further, Members may please note that SEBI, vide its Circular dated 25th January, 2022, mandated the listed companies to issue securities in demat form only, while processing any service request(s) related to issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition, etc. Accordingly, the Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at www.idmlimited.in.
13. The Notice calling the 46th AGM can be accessed 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 46th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the 46th AGM) i.e. www.evotingindia.com.
14. The Shareholders in their meeting held on 14th September, 2022 approved the re-appointment of M/s. Purushothaman Bhutani & Co., Chartered Accountants, New Delhi (FRN 005484N), as the Statutory Auditors of the Company, to hold office till the conclusion of 50th Annual General Meeting to be held in the year 2027.

15. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
16. Since 46th AGM of the Company will be held through VC/OAVM Facility, therefore Route Map is not annexed to this Notice.
17. As stipulated under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2, brief profile and details of Ms. Rita Gupta (DIN - 00899240), including name of companies in which she holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A, B and C respectively:

Table A

Date of Birth	21 October, 1962
Age	61 years
Qualification	Ms. Rita Gupta is qualified Chartered Accountant from the Institute of Chartered Accountants of India and a Graduate in Law.
Brief resume, nature of expertise in specific areas and experience	Ms. Rita Gupta has been associated with HCL Group from last many years in different capacities. She has rich exposure of Treasury and Banking Management. Ms. Rita Gupta, is a finance professional with over 30 years of experience.
Terms and Conditions of appointment/ re-appointment including remuneration to be paid	Re-appointment as a Non-Executive Women Director, liable to retire by rotation. Ms. Rita Gupta would not be paid any remuneration.
Details of past remuneration	NIL
Date of first appointment	31-March-2015
Shareholding in the Company	NIL
Shareholding as a beneficial owner	NIL
Relationship with other Directors/Manager and other KMPs	None
Directorships on Board of other companies	As provided in Table B
Membership/Chairmanship of Committees of other companies	As provided in Table C
Membership/Chairmanship of Committees of the Company	NIL
No. of Board Meetings attended during the financial year ended March 31, 2023	6 Board Meetings were held during the financial year 2022-23. All these meetings were attended by her.
Resignation from Listed entities in the past three years	None

Table B**1. Directorships on Board of other Company**

Name of the Company	Position on the Board
Vama Sundari Investments (Pondicherry) Private Limited	Director
Guvi Geek Network Private Limited	Director
HCL Infotech Limited	Director
Universal Office Automation Limited	Director
HCL Software Products Limited	Director
FCSL Asset Management Limited	Director

Table C**1. Membership/ Chairmanship of Committees of other Companies**

Name of The Company	Committee Name	Chairman/ Member
Universal Office Automation Limited	1. Audit Committee 2. Stakeholder relationship Committee 3. Nomination & Remuneration Committee 4. Corporate Social Responsibility Committee	Member

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

Place: New Delhi
Date: 10th August, 2023

Pradeep Tahiliani
Company Secretary & Compliance Officer
Membership No: ACS 18570

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 24th September, 2023 at 9:00 A.M. and ends on 26th September, 2023 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 20th September, 2023, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 Depository	<ol style="list-style-type: none"> 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. 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/

	<p>KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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/EvotingLogin. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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 (DP)	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.
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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 toll free no. 1800 22 55 33
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.: 022-4886 7000 and 022-2499 7000

Step2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical Shareholders and Shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" 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 e-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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) 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.
- (xvii) **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 viz idscomplianceofficer@gmail.com or to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at admin@skylinerta.com / 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 46TH AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the 46th 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 46th AGM.
- 4) Shareholders are encouraged to join the 46th 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. idscomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at admin@skylinerta.com / 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. idscomplianceofficer@gmail.com the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at admin@skylinerta.com / 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 46th AGM.
- 9) Only those shareholders, who are present in the 46th 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 46th AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the 46th 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 toll free no. 1800 22 55 33.

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 at toll free no. 1800 22 55 33.

ANNUAL REPORT 2022-2023

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
	Ms. Bina Bhatia	Chief Financial Officer

Company Secretary &
Compliance Officer Mr. Pradeep Tahiliani

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 BSE 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
Contact No. 011-40450193 to 97 | Fax: 011 26812682

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 46th Annual Report together with the Audited Accounts of the Company for period ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS

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

(Rs. in Lacs)

Particulars	Financial Year Ended March 31, 2023	Financial Year Ended March 31, 2022
Total Income	0.06	0
Total Expenses	165.53	7.95
Profit/ (Loss)	(165.47)	(7.95)
Depreciation	0	0
Profit/ (Loss) Before finance Cost	(165.47)	(7.95)
Finance Cost	0	0
Profit/ (Loss) Before Exceptional Items	(165.47)	(7.95)
Exceptional items	0	0
Profit/ (Loss) Before Tax	(165.47)	(7.95)
Tax Expense	0	0
Profit/ (Loss) After Tax	(165.47)	(7.95)

2. STATE OF COMPANY'S AFFAIRS

During the year under review loss of Rs. 165.47 Lacs has been reported by the Company as against the loss of Rs. 7.95 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, 2023.

4. RESERVES & SURPLUS

In absence of profits during the year under review, no amount has been transferred to reserves.

5. EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of the Sections 92(3) and 134(3)(a) of the Act, the Annual Return of the Company for FY 2022-23 is available on the website of the Company at www.idmlimited.in.

6. CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the period under review.

7. MEETINGS OF THE BOARD

The Board met 6 (Six) times during the Financial Year 2022-23, the details of which are given below:

25-April-2022	30-May-2022	08-August-2022
11-Nov-2022	13-Feb-2023	29-March-2023

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

8. HOLDING, SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

During the financial year ended March 31, 2023, the Company had no holding, subsidiary, associate or joint venture company. In view of this Form AOC-1 is not attached with the financial statements of the Company. The Company is an Associate Company of M/s HCL Corporation Private Limited under Section 2(6) of the Companies Act, 2013.

9. SHARE CAPITAL: There was no change in the share capital of the Company during the period under review.

- 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

10. 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, 2023; 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, 2023 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;

- iv. In view of expected future business, the annual accounts for the financial year ended on 31st March, 2023 have been prepared on a going concern basis;
- v. The internal financial controls were followed by the Company and that internal financial controls are adequate and were operating effectively; and
- vi. Proper systems were devised to ensure compliance with the provision of all applicable laws and the systems were adequate and operating effectively.

11. SECRETARIAL STANDARD

The Company complies with all applicable secretarial standards.

12. 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.

13. MANAGEMENT'S DISCUSSION AND ANALYSIS

Since the Company does not have any operations during the period under review, therefore there is no data to be reported under Management Discussion and Analysis as required in terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

14. CORPORATE GOVERNANCE REPORT

As per Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance are not applicable to "Companies having paid up equity share capital not exceeding Rs. 10 crores and Net Worth not exceeding Rs. 25 crores, as on the last day of the previous financial year". Since the Company fulfils the criteria(s) as mentioned above, therefore the Company is exempted from complying with the Corporate Governance provisions as envisaged under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

15. 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:

- a) 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;
- b) relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- c) 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 1].

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the period under review, the Company has not given any loan, provided guarantees or made investments under the provisions of Section 186 of the Companies Act, 2013.

17. RELATED PARTY TRANSACTIONS

During the period 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. In view of this Form AOC-2 is not attached with this report.

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.

18. MATERIAL CHANGES AND COMMITMENTS

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

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. 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. Accordingly, Ms. Rita Gupta, Director, will retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment in accordance with the provisions of Companies Act, 2013.

There was no change in the composition of Directors of the Company during the period under review.

B. Formal Annual Evaluation: Pursuant to provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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.

C. Key Managerial Personnel: During the period under review, Ms. Bina Bhatia was appointed as Chief Financial Officer w.e.f. 8 August, 2022 in place of Mr. Lalit Kumar Maan who resigned from the position of Chief Financial Officer w.e.f. 29 July, 2022. Further, Mr. Jasbir Singh Marjara resigned as Company Secretary and Compliance Officer w.e.f. 20 June, 2022 and Mr. Pradeep Tahiliani has been appointed as Company Secretary and Compliance Officer w.e.f. 11 November, 2022.

20. COMMITTEES OF BOARD:

A. Audit Committee:

The Audit Committee which was constituted on March 31,