

IIRM HOLDINGS INDIA LIMITED

(Formerly known as Sudev Industries Limited)

[CIN No.: L70200UP1992PLC018150]

Date: February 05, 2024

To

The Manager,
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P.J. Towers, Dalal Street,
Mumbai-400001

Dear Sir/Madam,

Sub: Postal Ballot Notice

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We refer to our letter dated January 23, 2024 informing the stock exchanges about the decision of the Board of Directors to seek the consent of the members of the Company by way of Postal Ballot.

We hereby enclose the Postal Ballot notice dated January 23, 2024 for seeking approval of Shareholders for business as set out in the said notice. The brief details are as follows:

- Date of postal Ballot Notice: January 23, 2024
 - Brief details viz. agenda proposed to be taken up, resolution to be passed, manner of approval proposed etc.
1. Appointment of Mr. Venkata Ramudu Jasthi (DIN:03055480) as an Independent Director of the Company, not liable to retire by rotation – Special Resolution
 2. Appointment of Mr. Yugandhara Rao Sunkara (DIN:06527762) as an Independent Director of the Company, not liable to retire by rotation - Special Resolution
 3. Take note of and ratification of non-disclosure of information related to resolution passed for issue of equity shares on preferential basis, for consideration other than cash by Share swap, on September 28, 2023 at Annual general Meeting (AGM) - Special Resolution
 4. Take note of and ratification of a certificate related to resolution passed for change in name of the Company and subsequent amendment in the Memorandum of Association and Article of Association of the Company, on September 28, 2023 at Annual general Meeting (AGM) - Special Resolution

The resolutions are proposed to be passed through Postal Ballot by voting through electronic means ("remote e-voting) only.

Date and time of commencement of remote e-voting	Wednesday, February 07, 2024 at 9.00 A.M
Date and time of end of remote e-voting	Thursday, March 07, 2024 at 5:00 P.M.

Only those Members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., January 31, 2024 will be entitled to cast their votes through remote e-voting.

Notice of postal ballot along with explanatory statement is also available on the website of the company i.e., <https://www.sudev.co.in/>

Thanking you,
Yours faithfully,

For IIRM Holdings India Limited (Formerly known as Sudev Industries Limited)

Ashish Bhattad
Company Secretary & Compliance Officer (M No. A34781)

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]

Remote e-voting starts on	Remote e-voting ends on
Wednesday, February 07, 2024 at 9.00 a.m. IST	Thursday, March 07, 2024 at 5.00 p.m. IST

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rule 20 and 22 and other applicable rules, if any, of Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 & 09/ 2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and pursuant to any other applicable Laws and Regulations, to transact the special business, as set out hereunder by the Members of IIRM Holdings India Limited ("the Company") (formerly known as Sudev Industries Limited) by passing Special Resolution(s) through Postal Ballot by voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to register the same.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Mr. PVSRR Siddhartha (CP No. 22999), founder of M/s SPV & Company, Company Secretaries, has been appointed by the Board of Directors as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

We are pleased to offer e-voting facility in terms of Section 108 of the Companies Act and the relevant Rules as well as in compliance with provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the Regulations"). The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, February 07, 2024, and ends at 5.00 p.m. (IST) on Thursday, March 07, 2024. The Scrutinizer will submit his report to the Chairman or Company Secretary or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Saturday, March 09, 2024. The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.sudev.co.in/> and on the website of National Securities Depository Limited ("NSDL") <http://www.evoting.nsdl.com/>.

The Company has engaged National Securities Depository Limited (NSDL) Limited for facilitating voting through electronic means to the members.

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SPECIAL BUSINESS:

1. Appointment of Mr. Venkata Ramudu Jasthi (DIN:03055480) as an Independent Director of the Company, not liable to retire by rotation.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Venkata Ramudu Jasthi (DIN:03055480), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors with effect from November 03, 2023 and who holds office up to the date of ensuing General Meeting/conclusion of Postal Ballot, being eligible, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director and also as an Independent Director of the Company for a period of five years with effect from November 03, 2023 and the term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.”

2. Appointment of Mr. Yugandhara Rao Sunkara (DIN:06527762) as an Independent Director of the Company, not liable to retire by rotation.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Yugandhara Rao Sunkara (DIN:06527762), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors with effect from November 03, 2023 and who holds office up to the date of ensuing General Meeting/conclusion of Postal Ballot, being eligible, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director and also as an Independent Director of the Company for a period of five years with effect from November 03, 2023 and the term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.”

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3. Take note of and ratification of non-disclosure of information related to resolution passed for issue of equity shares on preferential basis, for consideration other than cash by Share Swap, on September 28, 2023 at Annual general Meeting (AGM).

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, the applicable provisions of the Foreign Exchange Management Act, 1999, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) as amended (SEBI (ICDR) Regulations), 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder, the members of the Company be and is hereby accord their consent for ratification of Non-Disclosure of Information in relation to Special Resolution passed for issue and allotment of shares on Preferential basis at the Annual General Meeting of the Company held on September 28, 2023 and Explanatory Statement annexed thereto be and is hereby noted, ratified and confirmed by the members of the Company.”

4. Take note of and ratification of a certificate related to resolution passed for change in name of the Company and subsequent amendment in the Memorandum of Association and Article of Association of the Company, on September 28, 2023 at Annual general Meeting (AGM).

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

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder the members of the Company be and is hereby accorded consent for ratification of Non-Disclosure of Information in relation to Special Resolution passed for change in the name of the Company and subsequent amendment in the Memorandum of Association and Article of Association of the Company at the AGM of the Company held on September 28, 2023 and Explanatory Statement annexed thereto be and is hereby noted, ratified and confirmed by the members of the Company.”

By Order of the Board

IIRM Holdings India Limited

(Formerly known as Sudev Industries Limited)

Sd/-

Ashish Bhattad

Company Secretary & Compliance Officer

M. No. A34781

Place: Hyderabad

Date: January 23, 2024

Registered Office:

B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301

CIN No.: L70200UP1992PLC018150, **Website:** www.sudev.co.in, **E-mail:** cs@iirmholdings.in,

Tel. No.: +91 8447772518

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Notes:

1. The relevant Explanatory Statement setting out the material facts relating to aforesaid Resolutions and reasons for the proposed Special Business pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment are also annexed to this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/BEETAL Financial & Computer Services Private Limited, the Company's Registrars and Transfer Agent ('RTA') as on Wednesday, January 31, 2024 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Wednesday, January 31, 2024.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / RTA.
4. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant(s), and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA i.e., BEETAL Financial & Computer Services Pvt Ltd.
5. Members may also please note that the notice of the postal ballot and all other accompanying documents are available on the Company's website at: <https://www.sudev.co.in/>. Notice of postal ballot will also be available on websites of the Stock Exchange where the equity shares of the Company are listed i.e. BSE Limited, <https://www.bseindia.com/> and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such documents can send an email to cs@iirmholdings.in and copies thereof will be made available in electronic form. Members who have any queries or requests, may write to the Company at: cs@iirmholdings.in with appropriate subject line from their registered email address mentioning their Name, Folio Number/ DP ID & Client ID.
6. The Company is also listed on the Calcutta Stock Exchange Limited. The Calcutta Stock Exchange Limited has been non-operational, hence there has been no trading in the Equity Shares of the Target Company on the Calcutta Stock Exchange Limited. Also, the Company is currently suspended/inactive on the said Exchange. Hence, this Postal Ballot notice and other relevant documents will not be available on the said Exchange.
7. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date will only be entitled to vote on the Resolution set forth in this Notice. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
8. Resolutions passed by the members through Postal Ballot by way of remote e-voting are deemed to have been passed effectively at a General Meeting of the members. The resolution(s) shall be declared as passed, if votes cast by the members so entitled in favour of the said resolution are not less than three times the number of votes cast against the same. The Special Resolution(s), if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, March 07, 2024.
9. The member may vote either "For" or "Against" the Resolution. Member need not cast all his votes in the same way.
10. The Board of Directors ("the Board") of the Company have appointed Mr. PVSR Siddhartha (CP No. 22999), founder of M/s SPV & Company, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. After completion of his scrutiny, the Scrutinizer will submit his Report to the Chairman/ Company Secretary/ or any person authorized by him.
11. The results of the Postal Ballot by way of remote e-voting will be announced, by the Chairman of the Company or Company Secretary or by any other person authorized by him in that behalf, on or before March 09, 2024

Registered Office: B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301

Website: www.sudev.co.in, **E-mail:** cs@iirmholdings.in, **Tel. No.:** +91 84477 72518

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at 5th Floor, My Home Ashoka Chambers, Sindhi Colony, S P Road – Begumpet, Secunderabad – 500003, Telangana, India, and the same will also be placed on the Company's website at www.sudev.co.in and on the website of NSDL at www.evoting.nsdl.com. The results shall also be communicated to the Stock Exchange i.e. BSE at www.bseindia.com.

12. The Postal Ballot form is not enclosed as voting is by way of electronic means (remote e-voting) only.
13. Please see the instructions for remote e-voting which have been printed herein.
14. The vote in this postal ballot cannot be exercised through proxy.
15. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
16. SEBI has mandated the submission of PAN, Contact details, Bank A/c details, Nomination by holders of physical securities and Specimen Signature for their corresponding folio numbers. For shares held in physical mode, Shareholders are requested to submit aforesaid details to the Company's registrars BEETAL Financial & Computer Services Pvt Ltd in the prescribed form(s).

In case of physical securities, the folios wherein any one of the cited document/details as in specified above are not available on or after October 01, 2023, shall be frozen by the RTA. RTA is obligated to freeze such folios and the said folios shall be restored to normal status only after furnishing by the holders of Physical Securities all the completed documents/details or on dematerialisation of all the securities in such folios. Those securities that were frozen as on or after October 01, 2023 and continues to remain frozen as on December 31, 2025, then such securities will be referred by RTA / the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s).

17. SEBI has issued a Press Release dated March 08, 2023 advising all investors to ensure linking of their PAN with Aadhaar number for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the circular(s) issued by Central Board of Direct Taxes in this regard, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

INSTRUCTIONS FOR REMOTE E-VOTING:

i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Entities, the Company is providing facility of remote e-voting to all its Members, to enable them to cast their votes electronically in respect of the business as stated in notice of Postal Ballot. The business set forth in the notice of Postal Ballot shall be transacted through e-Voting Services only. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.

ii. **The remote e-voting period begins on Wednesday, February 07, 2024 at 9.00 a.m. IST and ends on Thursday, March 07, 2024 at 5.00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. January 31, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being January 31, 2024. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.**

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iii. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. January 31, 2024 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through remote e-voting.

iv. The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.





Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are 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.jspVisit 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

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	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pvsr@spvco.in <Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre, Senior Manager – National Securities Depository Limited) at evoting@nsdl.com

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@iirmholdings.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@iirmholdings.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

OTHER INSTRUCTIONS

In case of any queries with respect to remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. You may also send a request to evoting@nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager– National Securities Depository Limited (“NSDL”), 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.com, phone no. 022-24994545, or call on 022 - 4886 7000 and 022 - 2499 7000 who will address the grievances on remote e-voting or in case of any technical assistance is required at the time of log in/ assessing/ voting or who need assistance with using the technology before or during the remote e-voting.

By Order of the Board

IIRM Holdings India Limited

(Formerly known as Sudev Industries Limited)

Sd/-

Ashish Bhattad

Company Secretary & Compliance Officer

M. No. A34781

Place: Hyderabad

Date: January 23, 2024

Registered Office:

B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301

CIN No.: L70200UP1992PLC018150, **Website:** www.sudev.co.in, **E-mail:** cs@iirmholdings.in,

Tel. No.: +91 8447772518

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Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

(Forms part of the Notice of the Postal Ballot

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under item(s) of the accompanying Notice of Postal Ballot:

In respect of item no. 1: Appointment of Mr. Venkata Ramudu Jasthi (DIN:03055480) as an Independent Director of the Company, not liable to retire by rotation.

The Board of Directors appointed Mr. Venkata Ramudu Jasthi (DIN:03055480) as an Additional Director (Non-Executive & Independent) effective from November 03, 2023 in its meeting dated November 02, 2023 in terms of Section 161 of the Companies Act, 2013 (the "Act") and holds office up to the date of forthcoming General Meeting/Conclusion of Postal Ballot of the Company. Based on the recommendation of Nomination & Remuneration Committee and approval of the Board, and subject to approval of shareholders, he is also appointed as an Independent Director of the Company for a period of five years with effective from November 03, 2023, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015').

Notices in writing have been received from Member of the Company under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Venkata Ramudu Jasthi as candidate for the office of the Director.

Profile of Mr. Venkata Ramudu Jasthi

Mr. Venkata Ramudu Jasthi retired from Indian Police Service in 2016 served in various capacities in the Indian Police Department of State of Andhra Pradesh. He was the First DGP (HOPF) of the newly formed State of Andhra Pradesh. Post retirement he enrolled with the Bar Council of India. He is a postgraduate in Economics and Law. Besides, he holds a post-graduate certificate in Criminal Justice and Police Management from the University of Leicester. He is endowed with a robust understanding of the issues of public importance and has a practical view of various matters concerning administration. He held various senior positions in the Government. He was Vice-Chairman & Managing Director, A.P. Police Housing Corporation from 2010 to 2012. He was awarded (i) Indian Police Medal in 1997, (ii) Antrik Suraksha Seva Pathak in 2004 and (iii) President Police Medal in 2007. He also had a stint in Orissa PHC to pull it out of the red, as Director Specially appointed by Orissa Governor. He is a Philanthropist and running a school for around 600 students in his native village Narsimpally in Anantapur District. He developed his village as a Model Village by providing Drinking Water Facilities, Primary Health Care Centre, Roads, Temples, Grameena Bank, Rural Skill Development etc. He is vigorously working for getting Irrigation Canals to the neighbouring villages. He has very rich and varied experience in Community Services.

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015" or "Listing Regulations 2015"] (as amended) and Clause 1.2.5 of the Secretarial Standard 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement, inter-alia, containing the requisite details of Mr. Venkata Ramudu Jasthi seeking appointment is given below:

Name of the Director	Mr. Venkata Ramudu Jasthi
DIN	03055480
Date of Birth	August 01, 1954
Date of first appointment on the Board	November 03, 2023
Age	69 Years
Brief Resume	Mr. Venkata Ramudu Jasthi retired from Indian Police Service in 2016 served in various capacities in the Indian Police Department of State of Andhra Pradesh. He was the First DGP (HOPF) of the newly formed State of Andhra

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Website: www.sudev.co.in, **E-mail:** cs@iirmholdings.in, **Tel. No.:** +91 84477 72518

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	<p>Pradesh. Post retirement he enrolled with the Bar Council of India. He is a postgraduate in Economics and Law. Besides, he holds a post-graduate certificate in Criminal Justice and Police Management from the University of Leicester. He is endowed with a robust understanding of the issues of public importance and has a practical view of various matters concerning administration. He held various senior positions in the Government. He was Vice-Chairman & Managing Director, A.P. Police Housing Corporation from 2010 to 2012. He was awarded (i) Indian Police Medal in 1997, (ii) Antrik Suraksha Seva Pathak in 2004 and (iii) President Police Medal in 2007. He also had a stint in Orissa PHC to pull it out of the red, as Director Specially appointed by Orissa Governor. He is a Philanthropist and running a school for around 600 students in his native village Narsimpally in Anantapur District. He developed his village as a Model Village by providing Drinking Water Facilities, Primary Health Care Centre, Roads, Temples, Grameena Bank, Rural Skill Development etc. He is vigorously working for getting Irrigation Canals to the neighboring villages. He has very rich and varied experience in Community Services.</p>
Qualification	Post-Graduate in Economics and Law, Post-Graduate certificate in Criminal Justice and Police Management from the University of Leicester.
Experience	Mr. Ramudu retired from Indian Police Service in 2016 served in various capacities in the Indian Police Department of State of Andhra Pradesh. He was the First DGP (HOPF) of newly formed State of Andhra Pradesh. Post retirement he enrolled with the Bar Council of India. He is on the Board of several Companies. He held various senior positions in the Government. He has a rich and varied experience in Community Services
Terms & Conditions of appointment along with Remuneration sought to be paid	Non-Executive, Independent Director, not liable to retire by rotation. As per terms and conditions mentioned in appointment letter. Draft letter of appointment of Independent Directors setting out the terms and conditions will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such document(s) can send an email to cs@iirmholdings.in and copies thereof will be made available in electronic form. The said document is also uploaded on the website of the company. Sitting fees, if any, and reimbursement of expenses for participating in the Board and Committee meetings is sought to be paid to Mr. Ramudu.
Remuneration last drawn	Not Applicable
Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Nature of his expertise in specific functional areas	Served in various capacities in the Indian Police Department of State of Andhra Pradesh. Robust understanding of the issues of public importance and has a practical view of various matters concerning administration, He is a Philanthropist. He has rich and varied experience in Community Services.
Number of Meetings of the Board attended during the year	1 (One)
Names of Companies/LLP in which he holds the directorship	<ol style="list-style-type: none"> 1. IIRM Holdings India Limited 2. Avanti Feeds Limited 3. Krishna Institute of Medical Sciences Limited 4. Endiya Trustee Private Limited 5. Sampada Business Solutions Limited

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	6. Sarvejana Healthcare Private Limited
Names of listed entities in which he holds the directorship	1. IIRM Holdings India Limited 2. Avanti Feeds Limited 3. Krishna Institute of Medical Sciences Limited
Name of Listed entities from he has resigned in the past three years	1. Suven Pharmaceuticals Limited
Names of Companies in which he holds the membership/chairmanship of Committees of the Board	1. Sampada Business Solutions Limited 2. Avanti Feeds Limited 3. Krishna Institute of Medical Sciences Limited
Names of Listed Companies in which he holds the membership/chairmanship of Committees of the Board	1. Avanti Feeds Limited - Member of Nomination & Remuneration Committee & Audit Committee 2. Krishna Institute of Medical Sciences Limited – Member of Nomination & Remuneration Committee
Shareholding in the Company including shareholding as a beneficial owner	He is holding 656000 Equity shares (0.96%) of the Company.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements/ the justification for choosing the appointee	The skills and capabilities required for the role are advise on Financial, Administrative / Human Resources & Legal matters. The Nomination & Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the evaluation, concluded and recommended to the Board that Mr. Venkata Ramudu Jasthi is an astute administrator with rich experience. He is endowed with paramount skills and integrity. His depth of knowledge and professional acumen is an invaluable resource to the Company. His qualifications and the rich experience in Government and Private sector meets the skills and capabilities required for the role of Independent Director of the Company.

Mr. Venkata Ramudu Jasthi has given his consent to act as Director of the Company. He also confirmed his eligibility to be appointed/re-appointed as Director on the Company's Board and also that he does not attract any of the disqualifications prescribed under the Companies Act, 2013. Mr. Ramudu is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Mr. Ramudu that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He declared that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Venkata Ramudu Jasthi fulfill the conditions for appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. The Board of Directors further confirm that in the opinion of the Board, Mr. Venkata Ramudu Jasthi, proposed to be appointed as Independent Director possesses the relevant expertise, have rich experience and fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management of the Company. He has expertise in specific functional areas and is eminent personality in his respective field. Mr. Ramudu by taking active participation in the Board and/or Committee meetings may play critical role in Financial, Administrative / Human Resources & Legal matters, etc., which will enhance the transparency and decision making process of the Board of Directors. Nomination & Remuneration Committee recommended to the Board that the proposed

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Independent Director have the capabilities identified by it and required of him. The Board considers that the services of the said director would be of immense benefit to the company and it is desirable to avail his services. The mentioned points in this para and his brief profile justifies choosing Mr. Venkata Ramudu Jasthi for appointment as an Independent Director of the Company.

Hence, it is proposed to appoint Mr. Venkata Ramudu Jasthi as Non-Executive Independent Director of the Company and to hold office for five consecutive years with effect from November 03, 2023.

Necessary documents in this regard including copy of the draft of appointment letter of Mr. Venkata Ramudu Jasthi as Non-Executive Independent Director setting out the terms and conditions will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such document(s) can send an email to cs@iirmholdings.in and copies thereof will be made available in electronic form. The terms & conditions of appointment of Independent Directors are also available on the website of the Company viz., <https://www.sudev.co.in/>

None of the Directors and Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. J V Ramudu and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

The Board of Directors, considering the experience and expertise of Mr. Venkata Ramudu Jasthi and based on recommendation of Nomination and Remuneration Committee, recommends the special resolution at Item No. 1 of the Notice for approval of the members.

In respect of item no. 2: Appointment of Mr. Yugandhara Rao Sunkara (DIN:06527762) as an Independent Director of the Company, not liable to retire by rotation.

The Board of Directors appointed Mr. Yugandhara Rao Sunkara (DIN:06527762) as an Additional Director (Non-Executive & Independent) effective from November 03, 2023 in its meeting dated November 02, 2023 in terms of Section 161 of the Companies Act, 2013 (the "Act") and holds office up to the date of ensuing General Meeting/Conclusion of Postal Ballot of the Company. Based on the recommendation of Nomination & Remuneration Committee and approval of the Board, and subject to approval of shareholders, he is also appointed as an Independent Director of the Company for a period of five years with effective from November 03, 2023, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015').

Notices in writing have been received from Member of the Company under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Yugandhara Rao Sunkara as candidate for the office of the Director.

Profile of Mr. Yugandhara Rao Sunkara

Mr. Yugandhara Rao Sunkara has over 35 years of experience in the insurance industry. He began in 1981 with the prominent New India Assurance Company, rising to the position of Assistant General Manager before departing in 2006. During this tenure, he also spent nearly 6 years as the Country Manager in Kuwait for New India Assurance. Subsequently, he took on the role of Managing Director and CEO at Prestige Assurance in Nigeria for a 4-year period, where he was responsible for the overall management of the insurance company. He assumed the role of General Manager at the National Insurance Company and later progressed to become the Director and General Manager at GIC. His notable achievement came in 2014 when he played a pivotal role as the founding Managing Director and CEO of GIC Re South Africa Ltd. Under his leadership, the company achieved a global BB+ rating from S&P and an A+ national rating, demonstrating his successful stewardship in the insurance industry.

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As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations, 2015” or “Listing Regulations 2015”] (as amended) and Clause 1.2.5 of the Secretarial Standard 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement, inter-alia, containing the requisite details of Mr. Yugandhara Rao Sunkara seeking appointment is given below:

Name of the Director	Mr. Yugandhara Rao Sunkara
DIN	06527762
Date of Birth	February 05, 1956
Date of first appointment on the Board	November 03, 2023
Age	67 Years
Brief Resume	Mr. Yugandhara Rao Sunkara has over 35 years of experience in the insurance industry. He began in 1981 with the prominent New India Assurance Company, rising to the position of Assistant General Manager before departing in 2006. During this tenure, he also spent nearly 6 years as the Country Manager in Kuwait for New India Assurance. Subsequently, he took on the role of Managing Director and CEO at Prestige Assurance in Nigeria for a 4-year period, where he was responsible for the overall management of the insurance company. He assumed the role of General Manager at the National Insurance Company and later progressed to become the Director and General Manager at GIC. His notable achievement came in 2014 when he played a pivotal role as the founding Managing Director and CEO of GIC Re South Africa Ltd. Under his leadership, the company achieved a global BB+ rating from S&P and an A+ national rating, demonstrating his successful stewardship in the insurance industry.
Qualification	B.A. (Literature) and Post-Graduate in M.A. (Political Science)
Experience	Mr. Yugandhara Rao Sunkara has over 35 years of experience in the insurance industry.
Terms & Conditions of appointment along with Remuneration sought to be paid	Non-Executive, Independent Director, not liable to retire by rotation. As per terms and conditions mentioned in appointment letter. Draft letter of appointment of Independent Directors setting out the terms and conditions Draft letter of appointment of Independent Directors setting out the terms and conditions will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such document(s) can send an email to cs@iirmholdings.in and copies thereof will be made available in electronic form. The said document is also uploaded on the website of the company. Sitting fees, if any, and reimbursement of expenses for participating in the Board and Committee meetings is sought to be paid to Mr. Sunkara.
Remuneration last drawn	Not Applicable
Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Nature of his expertise in specific functional areas	Mr. Sunkara has rich experience in Insurance Industry, Overall Management & Operations of the Insurance Company(ies)
Number of Meetings of the Board attended during the year	Nil

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Names of Companies/LLP in which he holds the directorship	<ol style="list-style-type: none"> 1. IIRM Holdings India Limited 2. India Insure Risk Management and Insurance Broking Services Private Limited 3. Sampada Business Solutions Limited 4. UGRA Business Advisory Services LLP
Names of listed entities in which he holds the directorship	<ol style="list-style-type: none"> 1. IIRM Holdings India Limited
Name of Listed entities from he has resigned in the past three years	Nil
Names of Companies in which he holds the membership/chairmanship of Committees of the Board	<ol style="list-style-type: none"> 1. Sampada Business Solutions Limited
Names of Listed Companies in which he holds the membership/chairmanship of Committees of the Board	Nil
Shareholding in the Company including shareholding as a beneficial owner	He is holding 117141 Equity shares (0.17%) of the Company.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements/ the justification for choosing the appointee	The skills and capabilities required for the role are Business Development & Management Advise. The Nomination & Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the evaluation, concluded and recommended to the Board that Mr. Yugandhara Rao Sunkara is eminent personality in his respective field. He is endowed with paramount skills and integrity. His depth of knowledge and professional acumen is an invaluable resource to the Company. His qualifications and the rich experience in the Insurance Industry and Overall Management meets the skills and capabilities required for the role of Independent Director of the Company and will be extremely helpful in growth of business of the Company/its Subsidiary(ies).

Mr. Yugandhara Rao Sunkara has given his consent to act as Director of the Company. He also confirmed his eligibility to be appointed/re-appointed as director on the Company's Board and also that he does not attract any of the disqualifications prescribed under the Companies Act, 2013. Mr. Sunkara is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Mr. Sunkara that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He declared that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Yugandhara Rao Sunkara fulfill the conditions for appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. The Board of Directors further confirm that in the opinion of the Board, Mr. Yugandhara Rao Sunkara, proposed to be appointed as Independent Director possesses the relevant expertise, have rich experience and fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management of

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the Company. He has expertise in specific functional areas and is eminent personality in his respective field. Mr. Sunkara by taking active participation in the Board and/or Committee meetings may play critical role in Business, and advise to Management, etc., which will enhance the transparency and decision making process of the Board of Directors. Nomination & Remuneration Committee recommended to the Board that the proposed Independent Director have the capabilities identified by it and required of him. The Board considers that the services of the said director would be of immense benefit to the company and it is desirable to avail his services. The mentioned points in this para and his brief profile justifies choosing Mr. Yugandhara Rao Sunkara for appointment as an Independent Director of the Company.

Hence, it is proposed to appoint Mr. Yugandhara Rao Sunkara as Non-Executive Independent Director of the Company and to hold office for five consecutive years with effect from November 03, 2023.

Necessary documents in this regard including copy of the draft of appointment letter of Mr. Yugandhara Rao Sunkara as Non-Executive Independent Director setting out the terms and conditions will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such document(s) can send an email to cs@iirmholdings.in and copies thereof will be made available in electronic form. The terms & conditions of appointment of Independent Directors are also available on the website of the Company viz., <https://www.sudev.co.in/>

None of the Directors and Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Yugandhara Rao Sunkara and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

The Board of Directors, considering the experience and expertise of Mr. Yugandhara Rao Sunkara and based on recommendation of Nomination and Remuneration Committee, recommends the special resolution at Item No. 2 of the Notice for approval of the members.

In respect of item no.3: Take note of and ratification of non-disclosure of information related to resolution passed for issue of equity shares on preferential basis, for consideration other than cash by Share Swap, on September 28, 2023 at Annual general Meeting (AGM).

The Company has obtained the consent of members of the Company as a Special Resolution at the Annual general Meeting held on September 28, 2023. Thereafter in compliance with Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has filed the application for 'In-Principle' approval with Stock Exchange where the shares of the Company are listed (i.e., Bombay Stock Exchange Limited (BSE)) for its approval for the proposed Preferential issue, before proceeding for allotment and Listing Application.

On January 09, 2024, the BSE has accorded its consent for the proposed Preferential Allotment and issued an In-Principle approval letter with a condition to ratify non-disclosure of information. BSE has observed that there are certain deficiencies in the disclosures made to the members, related to said preferential allotment, in the Explanatory Statement to the notice of AGM held on September 28, 2023 as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the BSE In-Principle approval stipulated a condition that your company is required to ratify the following disclosures either through postal ballot or in ensuing general meeting and the said ratification shall be done prior to listing of securities under this issue:

1. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees as required under Regulation 163(f) of SEBI ICDR, 2018.
2. Correct current and proposed status of the allottee Vurakaranam Ramakrishna, Jayalakshmi Vurakaranam, Anupama Vurakaranam & Arvind Vurakaranam as required under Regulation 163(f)(a) of SEBI ICDR, 2018.
3. References to be made with respect to Compliance Certificate obtained from practicing Company Secretary - SPV & Company, Company Secretaries, and the Valuation Report obtained from Mr. Ramesh

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Janam, Registered Valuer with IBBI Registration No. IBBI/RV/06/2020/13430 is hosted on the website of the company as required under Regulation 163 (2), 166A of SEBI ICDR, 2018 respectively.

In this regard, the Company is required to ratify the aforesaid deficiencies in the ensuing Postal Ballot before seeking listing approval for the shares so allotted, so as to be in compliance as per requirement of Regulation 163 (3) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors of your Company are recommending the above for the consideration of shareholders.

As required, ratified information is provided below.

- A. Pricing of Preferential Issue:** The Equity Shares of the Company are listed at the BSE Limited. There is infrequent trading of Shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such Company, provided that the issuer shall submit a certificate stating that the issuer is in compliance of the said regulation, obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed. Also, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018, the issue of Equity Shares may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees and the said issue shall require a valuation report from an independent registered valuer.

The Company has obtained a valuation certificate/report from Ramesh Janam, Registered Valuer with IBBI Registration No. IBBI/RV/06/2020/13430 ('RVS' or 'Independent Valuer') certifying a share swap ratio of 1 :1.64 between Sampada Business Solutions Limited and the Company in accordance with the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website (i.e., www.sudev.co.in) of the Company. The weblink(s) for both combined valuation certificate w.r.t Sampada Business Solution Limited and the Company and valuation certificate w.r.t Company is as follows:

1. Weblink: <https://sudev.co.in/AGM&EGM/Valuation%20Report%2009-10-23%20Combined.pdf>
2. Weblink: <https://sudev.co.in/AGM&EGM/Valuation%20Report%2009-10-23%20Sudev.pdf>

- B. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:** Identity of the Allottees and the percentage of post preferential issue capital that may be held by them:

Name	Category	Pre issue shareholdings		Post issue shareholdings		Name of Ultimate Beneficial Owner
		Pre-issue	%	Post-issue	%	
BLC & Associates LLP	Non-Promoter	0	0	27,880	0.041	Karan Kalra
Trigyn Technologies Limited*	Non-Promoter	0	0	29,15,554	4.276	Not Applicable
Kesharmal C Jain HUF	Non-Promoter	0	0	90,200	0.132	Paras Keshrmal Bathia
Sandeep Madhavprasad Jajodia (HUF)	Non-Promoter	0	0	45920	0.067	Sandeep M Jajodia
D D Master HUF	Non-Promoter	0	0	49200	0.072	Devang Dinesh Master

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PXC Pacific Global Private Limited	Non-Promoter	0	0	45920	0.067	Atmaram Ramkrishna Agarwal
Ankush Agarwal HUF	Non-Promoter	0	0	49200	0.072	Ankush Agarwal
Growthmode Consulting Limited	Non-Promoter	0	0	49200	0.072	Mukkavilli Padmavathi Devi
IGSC Ventures Now Private Limited	Non-Promoter	0	0	24600	0.036	Srikanth Chintalapati
Tvisha Corporate Advisors LLP	Non-Promoter	0	0	49200	0.072	Naliny Deepak Kharwad
Leposhe Trading Enterprises LLP	Non-Promoter	0	0	738000	1.082	Munuswamy Arun
Avenue Finworks LLP	Non-Promoter	0	0	41000	0.060	Rammohan Bandlamudi
Trans Global Fin Services Private Limited	Non-Promoter	0	0	36445	0.053	Bala Satyanarayana Ganugapati

Note: * Trigyn Technologies Limited is a Company listed on both BSE Limited and National Stock Exchange of India Ltd. Hence, as per Regulation 163(1)(f) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, name of Ultimate Beneficial Owner is not stated.

- C. **Certificate of Practicing Company Secretary:** The certificate from, SPV & Company, Company Secretaries, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website i.e., <https://www.sudev.co.in/>
 Weblink: <https://www.sudev.co.in/AGM&EGM/PCS%20Certificate%202023.pdf>.

- D. **The name of proposed allottees and the percentage (%) of Post Preferential Issue Capital that may held them and change in control, if any, consequent to the Preferential Issue:** The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below:
 (as per Face Value ₹.5.00)

Name	Proposed Category	Pre shareholding		No. of equity shares to be allotted	Post shareholding	
		No. of Shares	%		No. of Shares	%
-	-			-		
Vurakaranam Ramakrishna	Promoter	3470450	41.18	35720802	39191252	57.51
Jayalakshmi Vurakaranam	Promoter	0	0.000	208696	208696	0.306
V G Dhanasekaran	Non-Promoter	0	0.000	23427	6560	0.010
Peri Madhavi Latha	Non-Promoter	0	0.000	23427	26322	0.039
Sripathy Venkatasiva Gopal	Non-Promoter	0	0.000	2915554	82000	0.120
A Hanumanth Rao	Non-Promoter	0	0.000	1196412	82000	0.120
Arvind Vurakaranam	Promoter	0	0.000	985662	23427	0.034
Anupama Vurakaranam	Promoter	0	0.000	820000	23427	0.034
Blc & Associates Llp	Non-Promoter	0	0.000	780886	27880	0.041
Trigyn Technologies Limited	Non-Promoter	0	0.000	738000	2915554	4.279

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Pamidimukala Venkata Sambasiva Rao	Non-Promoter	0	0.000	722442	91111	0.134
Naresh Kumar Dukkupati	Non-Promoter	0	0.000	675181	36445	0.053
Trans Global Fin Services Private Limited	Non-Promoter	0	0.000	674656	36445	0.053
Deepak Kumar Huf	Non-Promoter	0	0.000	656000	45920	0.067
Gunjan Amit Agarwal	Non-Promoter	0	0.000	615000	45920	0.067
Babulal Agarwal	Non-Promoter	0	0.000	530868	45920	0.067
Neetu Pugalia .	Non-Promoter	0	0.000	524800	45920	0.067
Basudev Banerjee .	Non-Promoter	0	0.000	516272	45920	0.067
Sushil Sanganeria	Non-Promoter	0	0.000	508398	91840	0.135
Naga Sreenivasa Rao Chitluri	Non-Promoter	0	0.000	500001	58570	0.086
Kesharmal C Jain Huf	Non-Promoter	0	0.000	344400	90200	0.132
Digesh Pradeep Mehta	Non-Promoter	0	0.000	338136	45920	0.067
Feny Yogesh Bathia	Non-Promoter	0	0.000	319798	90200	0.132
Urvi Gosalia	Non-Promoter	0	0.000	288170	22960	0.034
Paras Jaswant Gosalia	Non-Promoter	0	0.000	234290	22960	0.034
Harsha Suresh Shah	Non-Promoter	0	0.000	234285	22960	0.034
Rupal Hardik Shah	Non-Promoter	0	0.000	183680	22960	0.034
Sandeep Madhavprasad Jajodia (Huf)	Non-Promoter	0	0.000	180400	45920	0.067
Venkata Ramana Ravada	Non-Promoter	0	0.000	180400	177120	0.260
Bhadresh Shashikant Doshi	Non-Promoter	0	0.000	177120	22960	0.034
Bijal Bhadresh Doshi	Non-Promoter	0	0.000	154158	22960	0.034
Ravada Azad Chandra Sekhar .	Non-Promoter	0	0.000	147600	41000	0.060
Gajanand Agarwal	Non-Promoter	0	0.000	136667	45592	0.067
Jai Nagawat	Non-Promoter	0	0.000	123000	49200	0.072
Prabhakar Reddy Patil	Non-Promoter	0	0.000	121827	49200	0.072
Pooja Krishna Prasad Atluri .	Non-Promoter	0	0.000	117845	117260	0.172
Bhavik Mehta	Non-Promoter	0	0.000	117845	45920	0.067
Surya Satyanarayana Raju Alluri	Non-Promoter	0	0.000	117260	41000	0.060
Mathew M. Jacob .	Non-Promoter	0	0.000	117143	8364	0.012
Sheela Mathew .	Non-Promoter	0	0.000	117141	8364	0.012
D D Master Huf .	Non-Promoter	0	0.000	117141	49200	0.072
Sandhyarani Gannavarapu	Non-Promoter	0	0.000	99090	23427	0.034
Jasthi Madhavi	Non-Promoter	0	0.000	98400	91108	0.134
Vishnu Kumar Agarwal	Non-Promoter	0	0.000	98398	49200	0.072
Aarathi Vijayakumar	Non-Promoter	0	0.000	91840	49200	0.072
Pendala Maheshwari	Non-Promoter	0	0.000	91840	16400	0.024
Kedareswar Kolla .	Non-Promoter	0	0.000	91840	16400	0.024
Gorrepati Sri Rama Chandra Venkateswara Prasad	Non-Promoter	0	0.000	91348	42312	0.062
Srinivas Ponnam	Non-Promoter	0	0.000	91111	45920	0.067
Lokesh Chandra Gorrepati	Non-Promoter	0	0.000	91108	32800	0.048

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Madhava Rao Velaga	Non-Promoter	0	0.000	90200	45920	0.067
Kamalkumar Keshardev Agrawal	Non-Promoter	0	0.000	90200	45920	0.067
Vijay Agarwal	Non-Promoter	0	0.000	82000	91840	0.135
Pxc Pacific Global Pvt Ltd	Non-Promoter	0	0.000	82000	45920	0.067
Suryakiran Suryakiran E V L	Non-Promoter	0	0.000	82000	32800	0.048
Anusha Shashidhara Shetty	Non-Promoter	0	0.000	82000	45920	0.067
Guru Moorthy Rama Moorthy	Non-Promoter	0	0.000	82000	70285	0.103
Kalyan Sunkara	Non-Promoter	0	0.000	82000	58570	0.086
Praveen Kumar Bala	Non-Promoter	0	0.000	82000	58570	0.086
Yugandhar Dasari	Non-Promoter	0	0.000	74948	117143	0.172
Mamatha Pesarigayala	Non-Promoter	0	0.000	72889	11480	0.017
Mamatha Panathula	Non-Promoter	0	0.000	72059	234285	0.344
Nikhhar Ravinder	Non-Promoter	0	0.000	70285	82000	0.120
Leninitha Palani Vemavarapu	Non-Promoter	0	0.000	64286	32800	0.048
Sudha Kurra	Non-Promoter	0	0.000	62320	36445	0.053
Ramaiah Harshavardhana	Non-Promoter	0	0.000	58570	45920	0.067
Ankush Agarwal Huf	Non-Promoter	0	0.000	58570	49200	0.072
Palepu Sucharita Rao	Non-Promoter	0	0.000	58570	25000	0.037
Growthmode Consulting	Non-Promoter	0	0.000	58570	49200	0.072
Rajeev Natarajan	Non-Promoter	0	0.000	52644	45920	0.067
Sindhuja Giridharan	Non-Promoter	0	0.000	49200	32800	0.048
Venkateswara Rao Veerapaneni	Non-Promoter	0	0.000	49200	234290	0.344
Lavanya Parimi	Non-Promoter	0	0.000	49200	16398	0.024
Sangameswaruni Konappa Kuntumalla	Non-Promoter	0	0.000	49200	14760	0.022
Afghan Nasreen	Non-Promoter	0	0.000	49200	49200	0.072
Ramya Narayanasamy	Non-Promoter	0	0.000	49200	18223	0.027
Akhila Nandyala	Non-Promoter	0	0.000	49200	24600	0.036
Anu Vijayan	Non-Promoter	0	0.000	49200	8200	0.012
Venkatakrishtnaprasad Adusumilli	Non-Promoter	0	0.000	49200	99090	0.145
Miriyala Bangalore Archana	Non-Promoter	0	0.000	49200	74948	0.110
Aparna Eswarreddy Sanapareddy	Non-Promoter	0	0.000	49200	49200	0.072
P Kameswara Rao	Non-Promoter	0	0.000	49200	24600	0.036
P Sirisha	Non-Promoter	0	0.000	49200	24600	0.036
P S Kumari	Non-Promoter	0	0.000	49200	985662	1.446
Ashok Chadha	Non-Promoter	0	0.000	46856	45554	0.067
Pragna Jayeshkumar Sanghvi	Non-Promoter	0	0.000	45920	18860	0.028
Mani Kant	Non-Promoter	0	0.000	45920	39360	0.058
Sachin Vinod Rathi	Non-Promoter	0	0.000	45920	45920	0.067
Surampudi Suryamohan	Non-Promoter	0	0.000	45920	41000	0.060
Shibendra Das	Non-Promoter	0	0.000	45920	45920	0.067

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Meena Nair	Non-Promoter	0	0.000	45920	91348	0.134
Anita Vij	Non-Promoter	0	0.000	45920	45920	0.067
Shah Kamini Hemantkumar	Non-Promoter	0	0.000	45920	45920	0.067
S Vidhya	Non-Promoter	0	0.000	45920	45920	0.067
George Pappen Meladathu	Non-Promoter	0	0.000	45920	45920	0.067
Koneru Kalyan Chakravarthy	Non-Promoter	0	0.000	45920	91840	0.135
Aishwarya Turlapati	Non-Promoter	0	0.000	45920	41000	0.060
Gitali Turlapati	Non-Promoter	0	0.000	45920	41000	0.060
Sriya Bolleni	Non-Promoter	0	0.000	45920	25185	0.037
Shanti Sree Bolleni	Non-Promoter	0	0.000	45920	25185	0.037
Venkata Ramudu Jasthi	Non-Promoter	0	0.000	45920	656000	0.963
Smitha Motaparti	Non-Promoter	0	0.000	45920	288170	0.423
Igsc Ventures Now Private Limited	Non-Promoter	0	0.000	45920	24600	0.036
Rohit Prasad Motaparti	Non-Promoter	0	0.000	45920	121827	0.179
Rama Mohan Ramineni	Non-Promoter	0	0.000	45920	117845	0.173
Jaya Sri Rayapati	Non-Promoter	0	0.000	45920	117845	0.173
Spoorthi Ramineni	Non-Promoter	0	0.000	45920	31160	0.046
Anitha Ramineni	Non-Promoter	0	0.000	45920	46856	0.069
Ayyagari Venkata Ramani	Non-Promoter	0	0.000	45920	82000	0.120
Sujith Philip Mathew	Non-Promoter	0	0.000	45920	8364	0.012
Lingutla Venkata Ramana	Non-Promoter	0	0.000	45920	45920	0.067
Manju Parakh	Non-Promoter	0	0.000	45920	27143	0.040
V V Venu Madhav	Non-Promoter	0	0.000	45920	24600	0.036
Sireesha Vedantam	Non-Promoter	0	0.000	45920	17548	0.026
Sridhar Gutta	Non-Promoter	0	0.000	45920	11234	0.016
Siddharth Agarwal	Non-Promoter	0	0.000	45920	45554	0.067
Tvisha Corporate Advisors Llp	Non-Promoter	0	0.000	45920	49200	0.072
Bhaskara Rao Slvv Dandamudi	Non-Promoter	0	0.000	45592	72059	0.106
Jitendra Kumar Bhagat	Non-Promoter	0	0.000	45555	500001	0.734
Gaurav Sud	Non-Promoter	0	0.000	45554	45554	0.067
Vaddadi Gowri	Non-Promoter	0	0.000	45554	82000	0.120
G B Satyanarayana	Non-Promoter	0	0.000	45554	530868	0.779
K Raghavan	Non-Promoter	0	0.000	45554	16400	0.024
Apparao Ryali	Non-Promoter	0	0.000	45554	98398	0.144
Roy Maller	Non-Promoter	0	0.000	42312	16400	0.024
Srinivas Akhilesh Nandyala	Non-Promoter	0	0.000	41000	24600	0.036
Vinod Kumar Sharma	Non-Promoter	0	0.000	41000	45554	0.067
R V L Rani	Non-Promoter	0	0.000	41000	25000	0.037
Anumolu Sumathi Bharathi	Non-Promoter	0	0.000	41000	117141	0.172
Ramkumar Seshu	Non-Promoter	0	0.000	41000	32800	0.048
Satyanarayana Raju Alluri	Non-Promoter	0	0.000	41000	820000	1.203
Purandar Sudhindra Bhavani	Non-Promoter	0	0.000	41000	780886	1.146

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Sunita Suresh	Non-Promoter	0	0.000	39360	1196412	1.756
Apurva Kanak Shah	Non-Promoter	0	0.000	36445	45920	0.067
Devarsh Dilipkumar Vakil	Non-Promoter	0	0.000	36445	45554	0.067
Kadiyala Santhi Sree	Non-Promoter	0	0.000	36445	98400	0.144
Maddipati Suryaprabhakara Rao	Non-Promoter	0	0.000	32800	136667	0.201
Poonam R Gupta	Non-Promoter	0	0.000	32800	45920	0.067
Gavisiddappa Dani	Non-Promoter	0	0.000	32800	16400	0.024
Arindam Ghosh	Non-Promoter	0	0.000	32800	82000	0.120
Vaishali Kavan Gupta	Non-Promoter	0	0.000	32800	45920	0.067
Cheran Karuppiyah	Non-Promoter	0	0.000	32800	24600	0.036
Venkateswara Rao Ghattamaneni	Non-Promoter	0	0.000	31160	49200	0.072
Mona Bishnoi	Non-Promoter	0	0.000	30012	147600	0.217
B Sri Lakshmi	Non-Promoter	0	0.000	28572	45920	0.067
Radhakrishna Chamarty	Non-Promoter	0	0.000	27880	319798	0.469
Renu Chamarty	Non-Promoter	0	0.000	27143	675181	0.991
Deepali Anantha Rao	Non-Promoter	0	0.000	26322	508398	0.746
Leposhe Trading Enterprises Llp	Non-Promoter	0	0.000	25185	738000	1.083
M Arun	Non-Promoter	0	0.000	25185	183680	0.270
Rama Devi Kodeti	Non-Promoter	0	0.000	25000	62320	0.091
Sajjanar Viswanath Anupa	Non-Promoter	0	0.000	25000	49200	0.072
N Venkatesh Babu	Non-Promoter	0	0.000	25000	45920	0.067
Rishi Bharuka	Non-Promoter	0	0.000	24600	45920	0.067
Usha Parakh	Non-Promoter	0	0.000	24600	28572	0.042
Rajit Seth	Non-Promoter	0	0.000	24600	52644	0.077
Anirudh Singh Rautela	Non-Promoter	0	0.000	24600	45555	0.067
Madhavi Kalpesh Sanghvi	Non-Promoter	0	0.000	24600	18860	0.028
Gautam Harihar Nayak	Non-Promoter	0	0.000	24600	18368	0.027
Balaji C Iyer	Non-Promoter	0	0.000	24600	45920	0.067
Avijit Nanda	Non-Promoter	0	0.000	23427	36445	0.053
Sasikala.C.V.S	Non-Promoter	0	0.000	22960	344400	0.505
Chandra Kanth Chereddi	Non-Promoter	0	0.000	22960	180400	0.265
Hari Chereddi	Non-Promoter	0	0.000	22960	180400	0.265
Chereddi Ramachandra Naidu	Non-Promoter	0	0.000	22960	524800	0.770
G S V Ramanan	Non-Promoter	0	0.000	22960	30012	0.044
Hanumantha Rao Patri	Non-Promoter	0	0.000	22960	45920	0.067
Vijay Kumar Tata	Non-Promoter	0	0.000	18860	6560	0.010
Radha Sunkara	Non-Promoter	0	0.000	18860	58570	0.086
Kapil Dikshit	Non-Promoter	0	0.000	18860	154158	0.226
Sailaja Vangeti	Non-Promoter	0	0.000	18860	49200	0.072
Bhimaraju Ravichandra Viswanath	Non-Promoter	0	0.000	18368	64286	0.094
Vippin Chandra	Non-Promoter	0	0.000	36445	338136	0.496

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Gouri Srivastav	Non-Promoter	0	0.000	18223	722442	1.060
Aruna Srinivas	Non-Promoter	0	0.000	17548	16400	0.024
Sunkara Yugandhararao	Non-Promoter	0	0.000	16400	117141	0.172
Milind Yuvraj Chavan	Non-Promoter	0	0.000	16400	16400	0.024
M Sangeetha	Non-Promoter	0	0.000	16400	123000	0.180
Ninad Chandramohan Birla	Non-Promoter	0	0.000	16400	45920	0.067
Kalpesh Champaklal Sanghvi	Non-Promoter	0	0.000	16400	18860	0.028
Jayeshkumar C Sanghvi	Non-Promoter	0	0.000	16400	18860	0.028
Gul Shreeya Vegesna	Non-Promoter	0	0.000	16400	32800	0.048
Ashish Shukla	Non-Promoter	0	0.000	16398	41000	0.060
Manoj Kumar Kopparapu	Non-Promoter	0	0.000	14760	49200	0.072
Avenue Finworks Llp	Non-Promoter	0	0.000	11480	41000	0.060
Krishna Sundarajoo	Non-Promoter	0	0.000	11234	82000	0.120
Sagar Sarda	Non-Promoter	0	0.000	8364	72889	0.107
Nirupama A C	Non-Promoter	0	0.000	8364	45920	0.067
Sudha Bandlamudi	Non-Promoter	0	0.000	8364	516272	0.758
Rama Mohana Rao Bandlamudi	Non-Promoter	0	0.000	8200	674656	0.990
Sai Manas Rama Mohana Rao Bandlamudi	Non-Promoter	0	0.000	6560	615000	0.902
Mubeen Ahmed	Non-Promoter	0	0.000	6560	25000	0.037

Copy of notice of Annual General Meeting held on September 28, 2023 and/or Special Resolution passed on September 28, 2023 along with Explanatory Statement is available with the Company for inspection electronically by the members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such document(s) can send an email to cs@iirmholdings.in and copies thereof will be made available in electronic form. The said document is also uploaded on the website of the company.

Weblink: <https://www.sudev.co.in/AGM&EGM/A%20GEN%20M%20Notice%202023.pdf>

The Board recommends resolution at Item no. 3 of this Notice for noting, approval, confirmation and ratification by the members of the Company by way of Special Resolution.

Mr Vurakaranam Ramakrishna, Ms. Deepali Anantha Rao, Mr. Venkata Ramudu Jasthi, Mr. Yugandhara Rao Sunkara and Mr. Rama Mohana Rao Bandlamudi, Directors, Mr. Apparao Ryali, Chief Financial Officer and/or their relatives are concerned or interested to the extent of their shareholding in the Company. None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

In respect of item no. 4: Take note of and ratification of a certificate related to resolution passed for change in the name of the Company and subsequent amendment in the Memorandum of Association and Article of Association of the Company, on September 28, 2023 at Annual general Meeting (AGM).

Details being placed for approval, confirmation & ratification by the Members of the Company:

The Company sought the approval of the shareholders at the Annual General meeting held on September 28, 2023 for change in name of the Company from "Sudev Industries Limited" to "IIRM Holdings India Limited".

In terms of Regulation 45(3) of Listing Regulations - Upon compliance with the conditions for change of name laid down in Companies Act, 2013 and rules made thereunder, the listed entity, in the explanatory statement to

IIRM HOLDINGS INDIA LIMITED

(Formerly known as Sudev Industries Limited)

[CIN No.: L70200UP1992PLC018150]

the notice seeking shareholders' approval for change in name, shall include a certificate from a practicing chartered accountant stating compliance with conditions provided in regulation 45(1).

The said certificate dated September 21, 2023 from CA. Sunny Goel, Chartered Accountants (Firm Registration No. 021101C) was to be attached to the Addendum to the Notice of the Annual General Meeting and is now as required, being placed for approval, confirmation and ratification by the members of the Company. The said certificates is attached to the notice as Annexure and hosted on the Company's website i.e., www.sudev.co.in (Web-link: [https://www.sudev.co.in/QCRScArr45SEBI/CA%20Reg%2045\(1\)_Certificate%2028-09-2023.pdf](https://www.sudev.co.in/QCRScArr45SEBI/CA%20Reg%2045(1)_Certificate%2028-09-2023.pdf)).

The Board recommends resolution at Item no. 4 of this Notice for noting, approval, confirmation and ratification by the members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

By Order of the Board

IIRM Holdings India Limited

(Formerly known as Sudev Industries Limited)

Sd/-

Ashish Bhattad

Company Secretary & Compliance Officer

M. No. A34781

Place: Hyderabad

Date: January 23, 2024

Registered Office:

B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301

CIN No.: L70200UP1992PLC018150, **Website:** www.sudev.co.in, **E-mail:** cs@iirmholdings.in,

Tel. No.: +91 8447772518

To Whomsoever It May Concern.

We, the statutory Auditors of Sudev Industries Limited (herein after referred to as "the company") have examined the relevant records of the company and information provided by the Management of the company in relation with the issue of a certificate for compliance with the conditions of Sub Regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of company's name from SUDEV INDUSTRIES LIMITED to IIRM HOLDINGS INDIA LIMITED. Based on our examination and according to the information and explanations given to us pursuant to the requirement of the provisions of Sub Regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We do hereby confirm as follows:

S.No.	Clause of Reg 45(1)	Compliance	Compliance of the company
	A time period of at least one year has elapsed from the last name change;	Complied	The Company has not undergone any name change.
	At least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; OR	Complied	The company earned its entire revenue in the preceding one year from the newly proposed activity as reflected in Changed Objectives, based on which the new name was proposed.
	The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity	Not Applicable	There is no change in the activity/project of the company.



This certificate is issued at the request of the company pursuant to the requirement of Regulation 45(3) of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 and also for onward submission to BSE Limited where the Equity shares of the company are listed on BSE Platform.

For AGSK & Co.
Chartered Accountants



CA Sunny G
Membership No: 555284
FRN: 021101C

Place: New Delhi
Dated: 21-09-2023
UDIN: 235552840670124300