



CIN: L72300DL1977PLC008782

International Data Management Ltd.

Registered Office : 806, Siddhartha, 96, Nehru Place, New Delhi - 110019,
Tel. : 011-26444812

Email: idsmcomplianceofficer@gmail.com

www.idmlimited.in

23rd December, 2023

BSE Limited
Phirojze Jeejeebhoy Towers
27th Floor, Dalal Street
Mumbai – 400001

Sub.: Submission of Postal Ballot Notice

Dear Sirs,

Please find enclosed herewith Postal Ballot Notice being sent to the Members of International Data Management Limited (“the Company”) whose email-IDs are registered with the Registrar and Share Transfer Agent of the Company / Depository Participants.

Kindly take the above information on your record.

Thanking You,

Yours faithfully,
For **International Data Management Limited**

Pradeep Tahiliani
Company Secretary & Compliance Officer
ACS 18570

INTERNATIONAL DATA MANAGEMENT LIMITED
CIN L72300DL1977PLC008782
Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110019
Email: idmcomplianceofficer@gmail.com; Tel. 011-26444812
Website – www.idmlimited.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, Circulars issued by the Ministry of Corporate Affairs (the "MCA") for holding general meetings / conducting postal ballot process through voting by electronic means ("remote e-voting") bearing 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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively, the "MCA Circulars") and any other applicable laws and regulations, the following item of special business is proposed to be passed by the Members of International Data Management Limited ("the Company") through Postal Ballot via remote e-voting:

Special Business:

Item No. 1:

To approve the appointment of M/s. V. Nagarajan & Co., Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Purushothaman Bhutani & Co., Chartered Accountants

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

"RESOLVED THAT pursuant to the provisions of section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws / regulations, if any, M/s. V. Nagarajan & Co., Chartered Accountants, (Firm Registration No. 004879N) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy in the office of Statutory Auditors of the Company caused by resignation of M/s Purushothaman Bhutani & Co., Chartered Accountants (FRN 005484N).

RESOLVED FURTHER THAT M/s. V. Nagarajan & Co., Chartered Accountants, (Firm Registration No. 004879N), shall hold the office of Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting of the Company to be held in calendar year 2024 and they shall conduct the Statutory Audit for the financial year beginning from 1st April, 2023 to 31st March, 2024, at a remuneration as mentioned in the statement annexed herewith pursuant to Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

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

Date: 22nd December, 2023
Place: New Delhi

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

Notes

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”), setting out all material facts and rationale relating to the resolution mentioned at item no. 1 of this Postal Ballot Notice is appended herein below for information and consideration of the Members of the Company and the same should be considered as part of this Postal Ballot Notice.
2. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, read with SEBI circular dated December 9, 2020 on remote e-voting facility provided by listed entities and the applicable MCA circulars, the Company is pleased to provide remote e-voting facility to Members to cast their vote electronically.
3. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, 22nd December, 2023, the “Cut-Off Date” for determining the eligibility to vote by electronic means and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

4. The Board of Directors have appointed Mr. Nishant Rana, Proprietor of M/s Rana & Associates, Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
5. The relevant documents referred to in this Postal Ballot Notice shall be available for inspection on all working days except holidays during business hours at the Registered office of the Company by the Members till the last date of remote e-voting for this Postal Ballot i.e. Wednesday, 24th January, 2024.
6. In accordance with the MCA circulars and the SEBI Listing Regulations, Postal Ballot Notice is being sent in electronic form only, instead of dispatching hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot. In view of this, the assent or dissent of the Members on the resolution mentioned in this Postal Ballot Notice would take place through electronic remote e-voting only.
7. Any person who is not a Member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
8. This Postal Ballot Notice can be accessed on the website of the Company at <https://www.idmlimited.in> and the website of the Stock Exchange i.e. BSE Limited, on which the equity shares of the Company are listed at <https://www.bseindia.com>. Postal Ballot Notice is also disseminated on the website of CDSL (the agency appointed for providing the remote e-Voting facility to the Members to electronically cast their vote) at <https://www.evotingindia.com>.
9. Members who have not registered/updated their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and other communication(s) sent by the Company, from time to time, can register for the same in the following manner:
 - i. Members holding shares in physical mode can register / update their e-mail address by submitting duly filled and signed Form ISR-1 along with requisite supporting documents at the Registered Office of the Company or to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company at D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020. The Members can also send scan copy of the aforesaid documents through e-mail to the Company at idscomplianceofficer@gmail.com or to Skyline Financial Services Private Limited at admin@skylinerta.com / compliances@skylinerta.com.
 - ii. Members holding shares in demat mode are requested to register / update their e-mail addresses with their respective Depository Participant(s) only.
10. 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 to vote on its behalf. The said Resolution/Authorization shall be sent to the Company at idscomplianceofficer@gmail.com or the Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent at admin@skylinerta.com / compliances@skylinerta.com at with a copy marked to helpdesk.evoting@cdsl.com.

11. Members are informed that remote e-voting will start from **Tuesday, 26th December, 2023 at 9:00 a.m. (IST) and will end on Wednesday, 24th January, 2024 till 5:00 p.m. (IST)**. The e-voting module will be disabled by CDSL after 5:00 p.m. (IST) on Wednesday, 24th January, 2024.
12. The resolution, if approved, shall be deemed to have been passed on the last date specified for remote e-voting, i.e. Wednesday, 24th January, 2024. If the resolution as mentioned in this Postal Ballot Notice is assented to by the requisite majority of the Members by means of Postal Ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.
13. The Scrutinizer shall submit his report to the Chairman or to the authorized person after completion of scrutiny of the e-voting on or before Saturday, 27th January, 2024 and the results of the voting shall be declared on or before Saturday, 27th January, 2024 at the Registered Office of the Company. The results along with the Scrutinizer's Report will be placed on the website of the Company, CDSL and the Registrar and Share Transfer Agent. The same shall simultaneously submitted with BSE Limited, on which the equity shares of the Company are listed.
14. SEBI vide Circulars dated 23rd July, 2021, 24th February, 2022 and 26th September, 2023 has stipulated that the Investors shall have the choice of providing nomination or opting out nomination ('choice of nomination'). In view of this, all existing demat account holders shall provide the choice of nomination on or before 31st December, 2023, failing which their accounts shall be frozen for debits. Members are requested to submit their choice of nomination with respective Depository Participant(s) on or before 31st December, 2023, if not submitted earlier.
15. SEBI has mandatorily stipulated to update the PAN, KYC, Nomination details, Bank details, contact details and Specimen Signature of all shareholders holding shares in physical form and compulsory linking of PAN with Aadhar number. Accordingly, the shareholders holding shares in physical form are requested to take necessary actions to comply with the aforesaid directions issued by SEBI.

Members are requested to carefully read the instructions as mentioned below for remote e-voting before casting their vote:

- (i) **Remote e-voting period shall commence on Tuesday, 26th December, 2023 at 9:00 a.m. (IST) and will end on Wednesday, 24th January, 2024 till 5:00 p.m. (IST) (both days inclusive).** During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. 22nd December, 2023 (including those Members who may not have received this Postal Ballot Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iii) 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	<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 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<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. 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.</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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for Remote e-Voting 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. Shareholders 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 Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company for which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) 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.

(xv) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “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 idmcomplianceofficer@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. Members holding shares in physical mode can register / update their e-mail address by submitting duly filled and signed Form ISR-1 along with requisite supporting documents at the Registered Office of the Company or to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company at D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020. The Members can also sent the aforesaid documents through e-mail to the Company at idmcomplianceofficer@gmail.com or to Skyline Financial Services Private Limited at admin@skylinerta.com / compliances@skylinerta.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participants (DP), which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Members of the Company at 45th Annual General Meeting ("AGM") held on 14th September, 2022 re-appointed M/s Purushothaman Bhutani & Co., Chartered Accountants (FRN 005484N) as the Statutory Auditors of the Company for the second term from the conclusion of 45th AGM till the conclusion of 50th AGM of the Company to be held in the year 2027. Due to pre-occupation in the other assignments, M/s Purushothaman Bhutani & Co., Chartered Accountants, had shown their inability to continue as Statutory Auditors of the Company and resigned vide letter dated 10th November, 2023, resulting into a casual vacancy in the office of Statutory Auditors of the Company.

As per the provisions of Section 139(8)(i) of the Companies Act 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy in the office of Statutory Auditor, caused by resignation, shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The Board of Directors on the recommendation of the Audit Committee at their meeting held on 8th December, 2023 have considered and recommended the appointment of M/s. V. Nagarajan & Co., Chartered Accountants, (Firm Registration No. 004879N) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Purushothaman Bhutani & Co., Chartered Accountants. M/s. V. Nagarajan & Co., Chartered Accountants, if appointed by the Members of the Company will be holding office of Statutory Auditors until the conclusion of the ensuing AGM of the Company to be held in calendar year 2024.

M/s. V. Nagarajan & Co., Chartered Accountants, have consented to be appointed as the Statutory Auditors of the Company and have confirmed that their appointment, if approved by the Members of the Company, would be within the limits prescribed under the Act and they are not disqualified to act as the Statutory Auditors of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any in the Company.

The Board recommends the ordinary resolution set forth in this Postal Ballot Notice at item no. 1 for approval of the Members of the Company.

Additional Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Proposed fees payable to statutory auditors	Fees proposed to be paid to M/s. V. Nagarajan & Co., Chartered Accountants for the financial year 2023-24 is Rs. 1,00,000/- (Rupees One Lac only) excluding applicable taxes.
Terms of appointment	M/s. V. Nagarajan & Co., Chartered Accountants will be holding the office of Statutory Auditors of the Company until the conclusion of the ensuing AGM of the Company to be held in calendar year 2024, to conduct the Statutory Audit for the financial year 2023-24.
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The fees proposed to be paid to M/s. V. Nagarajan & Co., is higher than the fees paid to erstwhile Statutory Auditors and has been determined considering the size and reputation of the proposed appointee firm and in accordance to the prevailing market practice.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>Profile of M/s V. Nagarajan & Co., Chartered Accountants:</p> <p>Established in year 1984, M/s V. Nagarajan & Co., Chartered Accountants, (Firm Registration No. 004879N) ("VNC") is a professionally managed Chartered Accountants firm. VNC has offices in Noida, Gurugram and Hyderabad and has five Partners, Six Senior Consultants and thirty five plus staff inter-alia in the field of Taxation, Audit & Assurance, Merger-Demerger.</p> <p>VNC has specialized in Taxation, Litigation, Statutory Audit, Internal Audit, Valuation, Governance Risk and Compliance, FEMA and Other Management reporting and has undergone for peer review from the Board of the Institute of Chartered Accountants of India and has been awarded with the peer review certificate. VNC also has experience in international consulting assignments in the above fields of specialization, in South East Asian Countries. It acted as consultants to CGAP, (an arm of World Bank), Shore Bank International, Ford Foundation and Swiss Development Cooperation.</p> <p>Basis the profile and credentials of M/s V. Nagarajan & Co., Chartered Accountants, the Audit Committee and the Board of the Company recommended the proposed appointment of M/s V. Nagarajan & Co., Chartered Accountants as the Statutory Auditors, to be in the best interest of the Company.</p>

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

Date: 22nd December, 2023
Place: New Delhi

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