

VCU DATA MANAGEMENT LIMITED

Reg. Off.: 301, 3rd Floor, Rajdeep Building, Tara Temple Lane, Lamington Road, Mumbai- 400007.

CIN: L74999MH2013PLC240938

Tel: 9930088299; Email: mumbai.vcudata@gmail.com

Website: www.vcupack.in

Date: June 26, 2024

To,
Department of Corporate Services
Bombay Stock Exchange Limited
25th Floor, P. J. Tower,
Dalal Street,
Fort, Mumbai- 400 001.

Dear Sir/Madam,

Sub: Notice of Postal Ballot of the Company.

Ref: Scrip Code: 536672 (VCU DATA MANAGEMENT LIMITED)

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that postal ballot including e-voting for the Shareholders of the Company will start from Thursday, June 27, 2024, 09:00a.m. (IST) and will end on Friday July 26, 2024, 05:00p.m. (IST) to transact the businesses as mentioned in the notice of the Postal Ballot, attached herewith.

Further, the members who hold shares as on the cut-off date i.e. Friday, June 21, 2024 shall be entitled for Postal Ballot (including remote e- voting) of the company.

Please take the same on your records and oblige.

Thanking You,

For, VCU DATA MANAGEMENT LIMITED

Harsha Singh
Digitally signed
by Harsha Singh
Date: 2024.06.26
15:29:27 +05'30'

**HARSHA SINGH
MANAGING DIRECTOR
DIN: 10425756**

VCU DATA MANAGEMENT LIMITED

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to be passed by the Members of Vcu Data Management Limited ("**the Company**") through Postal Ballot/electronic voting (E-voting).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on Tuesday June 25, 2024, appointed Mr. Vijay Kumar Mishra, a Practicing Company Secretary (CP No. 4279), Proprietor of M/s VKM & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and send the same duly completed by courier or by registered post or speed post.

Postal Ballot including remote e-voting shall commence at 09:00a.m. (IST) on Thursday, June 27, 2024 and shall end at 05:00p.m. (IST) on Friday, July 26, 2024. The voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:00 Hours IST on Friday, July 26, 2024 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. The Company has engaged the services of National Services Depository Limited ("**NSDL**") as the agency to provide e-voting facility. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "General information and instructions relating to e- voting". References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Monday, July 29, 2024 and communicated to the Stock Exchanges. The results will also be displayed on the Company's website www.vcupack.in

SPECIAL BUSINESS:

Resolution No. 1: To appoint Ms. Payal Gopal Sharma (DIN: 10426254) as a Non-Executive Director of the Company:

To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Ms. Payal Gopal Sharma (DIN: 10426254), who was appointed as an Additional Director, designated as an Non-Executive Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of

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Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, as a Non-Executive Director of the Company, liable to retire by rotation, be and is hereby approved;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

Resolution No. 2: To Change the Designation and Appoint Mr. Shripal Kantilal Bafna (DIN: 06489822) as Whole Time Director of the Company: Special Resolution

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to appoint Mr. Shripal Kantilal Bafna (DIN: 06489822) as Whole Time Director of the Company, for a period of 5 (Five) years with effect from January 01st, 2024 liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and or remuneration as it may deem fit and as may be acceptable to Mr. Shripal Kantilal Bafna subject to the same not exceeding the limits specified in this special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from today i.e., from January 01st, 2024 to December 31st, 2028.

2) Nature of duties:

(a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in his as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

(b) The Whole-time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to his from time to time by the Board.

3) **Remuneration:** Basic Gross Salary not exceeding Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month. However, the director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

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The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole-Time Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Whole-Time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

(a) The Whole-Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

(b) The Whole-Time Director hereby covenant that during his tenure of office as such, she shall not be interested or otherwise concerned directly, or through his spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-Time Director shall cease.

(c) This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen days remuneration in lieu of such notice.

(d) The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;

- if the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which she is required to render services; or
 - in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the Whole-time Director; or
 - in the event the Board expresses its loss of confidence in the Whole-time Director.
 - In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - Up on the termination by whatever means of the Whole-time Director's employment;
1. the Whole-time Director shall immediately tender his resignation from offices held by his in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-time Director is at the material time a Director or other officer;
 2. the Whole-time Director shall not without the consent of the Company at any time thereafter represent hself as connected with the Company or any of the Subsidiaries or associated companies.
 3. The Whole-time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

Resolution No. 3: Appointment of Ms. Harsha Jamana Singh (DIN: 10425756) as Managing Director, of the Company: Special Resolution

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“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to appoint Ms. Harsha Jamana Singh (DIN: 05294345) as Chairman and Managing Director of the Company, for a period of 5 (Five) years with effect from January 01st, 2024, not liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and or remuneration as it may deem fit and as may be acceptable to Ms. Harsha Jamana Singh subject to the same not exceeding the limits specified in this special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from January 01st, 2024 to December 31st, 2028.

2) Nature of duties:

(a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

(b) The Managing Director undertakes to employ the best of her skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

3) **Remuneration:** Basic Gross Salary not exceeding Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

(a) The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

(b) The Managing Director hereby covenant that during her tenure of office as such, she shall not be interested or otherwise concerned directly, or through her spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, her appointment as Managing Director shall cease.

(c) This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen days remuneration in lieu of such notice.

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(d) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;

- if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which she is required to render services; or
 - in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
 - in the event the Board expresses its loss of confidence in the Managing Director.
 - In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.
 - Up on the termination by whatever means of the Managing Director's employment;
4. the Managing Director shall immediately tender her resignation from offices held by her in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in her name and on her behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries' and associated companies of which the Managing Director is at the material time a Director or other officer;
 5. the Managing Director shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of the Subsidiaries or associated companies.
 6. The Managing Director's appointment is by virtue of his employment in the Company and her appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

Resolution No. 4 : To Appoint Mr. Jayesh Girishbhai Patel (Din: 10041468) as an Independent Director of the Company:

To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Jayesh Girishbhai Patel (Din: 10041468), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., up to December 31, 2028, be and is hereby approved;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

Resolution No. 5- To Appoint Mr. Rajat Kamal Kothari (Din: 09604960) As an Independent Director of The Company:

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To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Rajat Kamal Kothari (DIN: 09604960), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., up to December 31st, 2028, be and is hereby approved;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

Registered Office:

301, 3rd Floor, Rajdeep Building,
Tara Temple Lane, Lamington
Road, Mumbai- 400007

Date: June 25, 2024

Place: Mumbai

**By order of the Board,
For, VCU DATA MANAGEMENT LIMITED**

**Sd/-
SHRIPAL BAFNA
WHOLE TIME DIRECTOR
DIN: 06489822**

Notes

1. The statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Cut-Off Date i.e. Friday, June 21, 2024. The Postal Ballot Notice is being sent to Members in electronic form only to the email addresses registered with their Depository Participants (in case of electronic shareholding) /the Company's Registrar and Share Transfer Agents (in case of physical shareholding). Physical copies of this Postal Ballot Notice along with postal ballot form and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. However the Postal Ballot Notice along with postal ballot form will be available on the Company's website www.vcupack.in websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com to download.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Cut-Off date i.e. Friday, June 21, 2024 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may download the

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- same from the Company's website www.vcupack.in websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on Friday, June 21, 2024. A person who is not a member on the relevant date should treat this Notice for information purpose only.
 8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL. The instructions for e-voting forms part of this Notice.
 9. A Member cannot exercise his vote by proxy on postal ballot.
 10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed pre-paid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on Friday, July 26, 2024. Envelopes containing Postal Ballots, if sent by courier or registered post or speed post at the expense of the Members, will also be accepted. Any postal ballot received after 17:00 Hours IST on Friday, July 26, 2024 will be considered invalid.
 11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Monday, July 29, 2024 at the registered office and will also be displayed on the website of the Company www.vcupack.in besides being communicated to the Stock Exchanges.
 12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, July 26, 2024 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
 13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/e-voting.

General information and instructions relating to e-voting

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on Cut-Off date, i.e. Friday, June 21, 2024, only shall be entitled to avail the facility of e-voting.
- ii. The e-voting facility will be available during the following period:
 - a. Commencement of e-voting: 9:00 Hours (IST) on Thursday, June 27, 2024
 - b. End of e-voting: 17:00 Hours (IST) on Friday July 26, 2024

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

iii. Instructions and other information relating to e-voting:

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.

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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"><li data-bbox="539 555 1412 907">1. 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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="539 907 1412 1041">2. 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.jsp<li data-bbox="539 1041 1412 1467">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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="539 1467 1412 1579">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="710 1579 1204 1870" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>

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<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 user 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</p>

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Individual Shareholders
holding securities in demat
mode with CDSL

Members facing any technical issue in login can contact CDSL
helpdesk by sending a request at helpdesk.evoting@cdslindia.com
or contact at toll free no. 1800 22 55 33

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

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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'.

i) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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 vkmassociates@yahoo.com 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.

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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 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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 mumbai.vcudata@gmail.com.
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 mumbai.vcudata@gmail.com. If you are 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.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution -1

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Ms. Payal Gopal Sharma (DIN: 10426254), as a Non-Executive Director of the Company. The Board of Directors, at its meeting held on January 01, 2024, considered the recommendation and appointed Ms. Payal Gopal Sharma (DIN: 10426254), with effect from January 01, 2024, as an Additional Director, designated as a Non-Executive Director of the Company, subject to approval of the members of the Company.

Ms. Payal Gopal Sharma is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Ms. Payal Gopal Sharma for the office of Non-Executive Director of the Company.

In the opinion of the Board of Directors, Ms. Payal Gopal Sharma fulfils the conditions for appointment as a Non-Executive Director as specified in the Act and the Listing Regulations. Ms. Payal Gopal Sharma is a under graduate. She has an experience of more than 6 years in the field of securities Market. In view of the above, appointment of Ms. Payal Gopal Sharma as a Non-Executive Director is in the interest of the Company.

Details of Ms. Payal Gopal Sharma pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the table below.

Accordingly, approval of the members is sought for appointment of Ms. Payal Gopal Sharma as a Non-Executive Director of the Company.

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Ms. Payal Gopal Sharma is interested in the resolution set out in Item No. 1 of this Postal Ballot Notice with regard to her appointment. Relatives of Ms. Payal Gopal Sharma are deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out in Item No. 1 of this Postal Ballot Notice for approval by the members.

Particulars	Ms. Payal Gopal Sharma
Director Identification Number.	10426254
Date of Birth	30/12/2000
Age.	24 years
Educational Qualification.	under graduate.
Experience (No. of Years)	More than 06 years
Business field in which Experience.	securities Market
Date of Appointment as Director in the Company.	January 01, 2024
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Directorship held in any other Company.	Nil
Member of any Committees of the Directors in the Company.	1. Nomination and remuneration committee
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on June 21, 2024	Nil
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Companies Act, 2013
Relationship with other Directors/KMPs	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
No. of meetings attended during the year	FY 2024-25 (till the date of this Postal Ballot Notice): 1 out of 1 meeting.
Listed entities from which the Director has resigned in the past three years	Nil

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Resolution -2

Mr. Shripal Kantilal Bafna is 37 years old, he is MBA in international business by qualification and possess more than 10 years of experience in the Management, Finance, sales and Import-export. Mr. Shripal Kantilal Bafna is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Whole Time Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shripal Kantilal Bafna as Whole-time Director, for the approval of the shareholders of the Company by special resolution.

Nature of duties:

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- The Whole-time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board. The principal terms and conditions of appointment of Mr. Shripal Kantilal Bafna as Whole-time Director are as follows:

Remuneration:

Basic Gross Salary not exceeding Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month. However, the director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole-Time Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Whole-Time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-time Director;

2. The Whole-time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
3. The Whole-time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his husband and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as WHOLETIME Director shall cease.

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4. This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen days remuneration in lieu of such notice.

4. The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice;

a. If the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or

b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the Whole-time Director; or

c. in the event the Board expresses its loss of confidence in the Whole-time Director.

d. In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

5. Up on the termination by whatever means of the Whole-time Director's employment;

- The Whole-time Director shall immediately tender his resignation from offices held by his in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which the Whole-time Director is at the material time a Director or other officer;

- The Whole-time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.

- The Whole-time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

A. General Information

1. Nature of Industry:

The company is engaged into engineering and design services to create custom business security products and systems.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 13/03/2013 under the Companies Act, 1956 and the business was commenced since then.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company for F.Y. 2023-24 based on given indicators:

Sr. No.	Particulars	(Rs. in lakhs)
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1.	Income for the year	138.83
2	Profit before Interest, Depreciation and Tax	12.07
3	Finance Charges	0.00
4	Depreciation	0.82
5	Profit before Taxes	3.18
6	Provisions for Taxation/ Deferred Tax	2.15
7	Net Profit/(Loss) for the Current Year	1.03

5. **Foreign investments or collaborations, if any:** N.A.

6. **Information about the appointee:**

Mr. Shripal Kantilal Bafna is 37 years old, he is MBA in international business by qualification and possess more than 10 years of experience in the Management, Finance, sales and Import-export.

Past remuneration:

Mr. Shripal Kantilal Bafna has drawn Nil as remuneration from the company for the financial year 2023-2024.

Recognition or awards:

NA

Job profile and his suitability:

Mr. Shripal Kantilal Bafna is 37 years old, he is MBA in international business by qualification and possess more than 10 years of experience in the Management, Finance, sales and Import-export.

Remuneration proposed:

Basic Gross Salary not exceeding Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Shripal Kantilal Bafna, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Shripal Kantilal Bafna holds directorship of the company and has 15,54,000 equity shares of the company which amounts to 10.03%. No relation with other directors of the Company.

Other Information:

(1) Reasons of loss or inadequate profits: The company has registered profits and thus, this clause is not applicable.

(2) Steps taken or proposed to be taken for improvement: NA.

(3) Expected increase in productivity and profits in measurable terms: Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

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In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. January 01, 2024. The Board recommends this Special resolution for the approval of the Shareholders.

Information about the directors who are proposed to be appointed at the Extra Ordinary General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Extra Ordinary general meeting of the company.

Particulars	Mr. Shripal Kantilal Bafna
Director Identification Number.	06489822
Date of Birth	28/09/1986
Age.	37 yrs
Educational Qualification.	MBA in International Business
Experience (No. of Years)	More than 10 years
Business field in which Experience.	Management, Sales, Finance, Export etc.
Date of Appointment as Director in the Company.	23/04/2015
Directorship held in any other Company.	EDOCS SOLUTIONS LIMITED
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on June 21, 2024	15,54,000 equity shares
Remuneration paid or sought to be paid	Not exceeding Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month
Relationship with other Directors/KMPs	No relation
No. of meetings attended during the year	1 out of 1 in 2024-25

Resolution -3

Ms. Harsha Jamana Singh is 29 years old, has an experience of more than 7 years in the field of securities Market. Ms. Harsha Jamana Singh is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Harsha Jamana Singh as Managing Director, and approval of her remuneration for the approval of the shareholders of the Company by special resolution.

Nature of duties:

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and

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other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

- The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of appointment of Ms. Harsha Jamana Singh as Managing Director are as follows:

Remuneration:

Basic Gross Salary not exceeding Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

1. The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

2. The Managing Director hereby covenant that during her tenure of office as such, she shall not be interested or otherwise concerned directly, or through her spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, her appointment as Managing Director shall cease.

3. This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen days remuneration in lieu of such notice.

4. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice;

a. If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which she is required to render services; or

b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or

c. in the event the Board expresses its loss of confidence in the Managing Director.

d. In the event the Managing Director is not in a position to discharge her official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.

1. Up on the termination by whatever means of the Managing Director's employment;

- The Managing Director shall immediately tender her resignation from offices held by her in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of her failure to do so the Company is hereby irrevocably authorised to appoint some person in her name and on her behalf

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to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries' and associated companies of which the Managing Director is at the material time a Director or other officer;

- The Managing Director shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of the Subsidiaries or associated companies.
- The Managing Director's appointment is by virtue of his employment in the Company and her appointment shall be subject to the provisions of Section 167 of the Act.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

B. General Information

1. Nature of Industry:

The company is engaged into engineering and design services to create custom business security products and systems.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 13/03/2013 under the Companies Act, 1956 and the business was commenced since then.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company for F.Y. 2023-24 based on given indicators:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	138.83
2	Profit before Interest, Depreciation and Tax	12.07
3	Finance Charges	0.00
4	Depreciation	0.82
5	Profit before Taxes	3.18
6	Provisions for Taxation/ Deferred Tax	2.15
7	Net Profit/(Loss) for the Current Year	1.03

7. Foreign investments or collaborations, if any: N.A.

8. Information about the appointee:

Ms. Harsha Jamana Singh is 29 years old, has an experience of more than 7 years in the field of securities Market.

Past remuneration:

NA

Recognition or awards:

NA

Job profile and his suitability:

Ms. Harsha Jamana Singh is 29 years old, has an experience of more than 7 years in the field of securities Market.

Remuneration proposed:

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Website: www.vcupack.in

Basic Gross Salary not exceeding Rs25,000/- (Rupees Twenty-Five Thousand only) per month (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Ms. Harsha Jamana Singh, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Ms. Harsha Jamana Singh holds directorship of the company and has NIL equity shares of the company.

Other Information:

(1) Reasons of loss or inadequate profits: The company has registered profits and thus, this clause is not applicable.

(2) Steps taken or proposed to be taken for improvement: NA.

(3) Expected increase in productivity and profits in measurable terms: Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. January 01, 2024. The Board recommends this Special resolution for the approval of the Shareholders.

Information about the directors who are proposed to be appointed at the Extra Ordinary General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Extra Ordinary general meeting of the company.

Particulars	Ms. Harsha Jamana Singh
Director Identification Number.	10425756
Date of Birth	01/01/1995
Age.	29 yrs
Educational Qualification.	Under Graduate
Experience (No. of Years)	More than 07 Yrs.
Business field in which Experience.	in the field of securities Market.
Date of Appointment as Director in the Company.	01/01/2024
Directorship held in any other Company.	NA
Member of any Committees of the Directors in the Company.	1. Audit Committee 2. Stakeholder Relationship Committee
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil

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Shareholding in Company as on June 21, 2024	Nil
Remuneration paid or sought to be paid	Not exceeding Rs. 25,000/- (Rupees Twenty-Five Thousand only) per month
Relationship with other Directors/KMPs	NA
No. of meetings attended during the year	1 out of 1 meeting

Resolution -4

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Jayesh Girishbhai Patel (DIN: 10041468), as an Independent Director of the Company. The Board of Directors, at its meeting held on March 30, 2024, considered the recommendation and appointed Mr. Jayesh Girishbhai Patel (DIN: 10041468), with effect from January 01, 2024, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Jayesh Girishbhai Patel as an Independent Director will be for a term of 5 (five) consecutive years from January 01, 2024, subject to approval of the members of the Company.

Mr. Jayesh Girishbhai Patel is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Jayesh Girishbhai Patel that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature Mr. Jayesh Girishbhai Patel a for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Jayesh Girishbhai Patel fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Jayesh Girishbhai Patel is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Mr. Jayesh Girishbhai Patel's vast experience of more than 10 years in the field of Business Administration will immensely benefit the Company. In view of the above, appointment of Mr. Jayesh Girishbhai Patel as an Independent Director is in the interest of the Company.

Details of Mr. Jayesh Girishbhai Patel pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the table below. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Act.

The appointment of Mr. Jayesh Girishbhai Patel, is in compliance with Regulation 17(1)(a) of the Listing Regulations. In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Rajiv Sharma as an Independent Director requires approval of the members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Jayesh Girishbhai Patel as an Independent Director requires approval of the members of the Company by passing a special resolution.

Accordingly, approval of the members is sought for appointment of Mr. Jayesh Girishbhai Patel as an Independent Director of the Company.

Mr. Jayesh Girishbhai Patel is interested in the resolution set out at Item No. 4 of this Postal Ballot Notice with regard

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to his appointment. Relatives of Mr. Jayesh Girishbhai Patel may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the members.

Particulars	Mr. Jayesh Girishbhai Patel
Director Identification Number.	10041468
Date of Birth	12/02/1988
Age.	36 years
Educational Qualification.	B.Com, MBA, Diploma In Labour Law And Practice, Diploma In Taxation Law And Practice
Experience (No. of Years)	More than 10 years
Business field in which Experience.	Business Event Management
Date of Appointment as Director in the Company.	January 01, 2024
Terms and Conditions of Appointment	As per the resolution set out at Item No. 4 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Directorship held in any other Company.	MFS Intercorp Limited
Member of any Committees of the Directors in the Company.	1. Audit Committee 2. Nomination and remuneration committee 3. Stakeholder Relationship Committee
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on May 24, 2024	Nil
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Companies Act, 2013
Relationship with other Directors/KMPs	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
No. of meetings attended during the year	FY2024-25 (till the date of this Postal Ballot Notice): 1 out of 1 meeting.
Listed entities from which the Director has resigned in the past three years	Nil

Resolution -5

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and

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knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Rajat Kamal Kothari (DIN: 09604960), as an Independent Director of the Company. The Board of Directors, at its meeting held on January 01, 2024, considered the recommendation and appointed Mr. Rajat Kamal Kothari (DIN: 09604960), with effect from January 01, 2024, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Rajat Kamal Kothari (DIN: 09604960), as an Independent Director will be for a term of 5 (five) consecutive years from January 01, 2024, subject to approval of the members of the Company.

Mr. Rajat Kamal Kothari (Din: 09604960) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Rajat Kamal Kothari (DIN: 09604960) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Rajiv Sharma for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Rajat Kamal Kothari fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rajat Kamal Kothari is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Mr. Rajat Kamal Kothari’s vast experience of more than 7 years in the field of Corporate law, Taxation, and Accountancy will immensely benefit the Company. In view of the above, appointment of Mr. Rajat Kamal Kothari as an Independent Director is in the interest of the Company.

Details of Mr. Rajat Kamal Kothari pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the table below. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Act.

The appointment of Mr. Rajat Kamal Kothari, is in compliance with Regulation 17(1)(a) of the Listing Regulations. In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Rajiv Sharma as an Independent Director requires approval of the members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Rajat Kamal Kothari as an Independent Director requires approval of the members of the Company by passing a special resolution.

Accordingly, approval of the members is sought for appointment of Mr. Rajat Kamal Kothari as an Independent Director of the Company.

Mr. Rajat Kamal Kothari is interested in the resolution set out at Item No. 4 of this Postal Ballot Notice with regard to his appointment. Relatives of Mr. Rajat Kamal Kothari may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 5 of this Postal Ballot Notice for approval by the members.

Particulars	Mr. Rajat Kamal Kothari
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Director Identification Number.	09604960
Date of Birth	23-12-1990
Age.	33 years
Educational Qualification.	Company Secretary, LLB and C.a. Inter
Experience (No. of Years)	More than 07 years
Business field in which Experience.	Corporate law, Taxation, Accountancy
Date of Appointment as Director in the Company.	January 01, 2024
Terms and Conditions of Appointment	As per the resolution set out at Item No. 5 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Directorship held in any other Company.	Excel Realty n Infra Limited Sun Retail Limited Kontor Space Limited
Member of any Committees of the Directors in the Company.	1. Audit Committee 2. Nomination and remuneration committee 3. Stakeholder Relationship Committee
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on May 24, 2024	Nil
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Companies Act, 2013
Relationship with other Directors/KMPs	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
No. of meetings attended during the year	FY2024-25 (till the date of this Postal Ballot Notice): 1 out of 1 meeting.
Listed entities from which the Director has resigned in the past three years	Nil

Registered Office:
301, 3rd Floor, Rajdeep Building,
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Road, Mumbai- 400007

Date: June 25, 2024
Place: Mumbai

By order of the Board,
For, VCU DATA MANAGEMENT LIMITED

Sd/-
SHRIPAL BAFNA
WHOLE TIME DIRECTOR
DIN: 06489822

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Sequence No.

Sr. No.

POSTAL BALLOT FORM

Name of the member(s):	
Registered Address:	
Folio No.:	
No. of Shares held:	
*DP ID:	
*Client ID:	

*Applicable to holders holding shares in demat / electronic form

I / We hereby exercise my / our vote in respect to the Ordinary / Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the right mark (√) at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of Shares Held	Assent (FOR)	Dissent (AGAINST)
1.	To appoint Ms. Payal Gopal Sharma (DIN: 10426254) as a Non-Executive Director of the Company	Special			
2.	To Change the Designation and Appoint Mr. Shripal Kantilal Bafna (DIN: 06489822) as Whole Time Director of the Company	Special			
3.	Appointment of Ms. Harsha Jamana Singh (DIN: 10425756) as Managing Director, of the Company	Special			
4.	Appointment of Mr. Jayesh Girishbhai Patel (DIN: 10041468) as an Independent Director of the Company	Special			
5.	Appointment of Mr. Rajat Kamal Kothari (DIN: 09604960) as an Independent Director of the Company	Special			

Place:

Date:

Signature of the Member

Note:

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of this Postal Ballot Form by Scrutinizer is on or before 5.00 P.M. Friday, July 26, 2024. Please note that any Postal Ballot Form(s) received after the said date and time will be strictly treated as if reply from the Member has not received.

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INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- a) A Form other than one issued by the company has been used or the Form has not been signed by or on behalf of the Member;
- b) Signature on the postal ballot form doesn't match the specimen signatures with the Company / RTA/ Depository;
- c) Neither assent nor dissent is mentioned or it is not possible to determine without any doubt the assent or dissent of the Member;
- d) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- e) The envelope containing the postal ballot form is received after the last date and time prescribed;
- f) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- g) It is received from a Member who is in arrears of payment of calls;
- h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

INSTRUCTIONS FOR POSTAL BALLOT

- ❖ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Special Resolution/Ordinary Resolution contained in the Postal Ballot Notice dated June 25, 2024 is being sought through Postal Ballot Process.
- ❖ Any Member desiring to exercise his/her vote by Physical Postal Ballot, may send duly completed Postal Ballot Form to Mr. Vijay Kumar Mishra, M/s VKM & Associates, Company Secretaries, appointed as the 'Scrutinizer' for Postal Ballot Process by the Board of the Company & the address of the scrutinizer viz. 116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind B. Com., A.C.S. Parsi Dairy, Marine Lines (E), Mumbai - 2. Tel. : 2207 7267.
- ❖ **The Voting period will commence on and from Thursday, June 27, 2024 at 09.00 A.M. and ends on Friday, July 26, 2024 at 5:00 P.M.** The duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on **Friday, July 26, 2024**. Envelopes containing Postal Ballot, sent by Courier or by Registered Post or Speed Post, at the expense of the Member will be accepted. Postal Ballot Form(s) may also be deposited/submitted personally at the Scrutinizer's Office.
- ❖ Consent must be accorded by placing a tick mark (√) in the column 'Assent (FOR)' or dissent must be accorded by placing a tick mark (√) in the column 'Dissent (AGAINST)'. Postal ballot form bearing (√) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ❖ The Postal Ballot form should be completed and signed by the shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / RTA/ Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ❖ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority Letter together with the specimen signature(s) of the duly Authorised Signatory(ies).
- ❖ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ❖ An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ❖ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- ❖ Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz. Friday, June 21, 2024.
- ❖ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- ❖ No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.

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- ❖ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all Postal Ballot(s) will be sent to Scrutinizer & any extraneous paper found in such envelope would be destroyed by Scrutinizer.
- ❖ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ❖ The resolution, if assented by requisite majority, shall be considered as passed on **Friday, July 26, 2024** (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or e-voting).
- ❖ The result of the Postal Ballot will be declared / announced on or before Monday, July 29, 2024 at the Registered Office of the Company. The results along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.vcupack.in, be communicated to the Stock Exchanges viz. BSE Limited.
- ❖ In case of any query and grievances in relation to the resolution proposed to be passed may be addressed to Mr. Shripal Bafna, WTD, At Building No.9, Flat No.15, Navjivan Society, Lamington Road, Mumbai-400008, India or email to mumbai.vcudata@gmail.com
- ❖ Any query or grievance connected with the voting by Postal Ballot, other than E-Voting, may be addressed to the Company Secretary at mumbai.vcudata@gmail.com or at the registered office or members may send mail at evoting@nsdl.co.in.
- ❖ **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of NSDL), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**