

## **VCU DATA MANAGEMENT LTD**

**CIN: L74999MH2013PLC240938**

**Regd. Office:** 301, 3rd Floor, Rajdeep Building, Tara Temple Lane, Lamington Road, Mumbai - 400007  
**Tel.: 022-40054245, Email: [mumbai.vcudata@gmail.com](mailto:mumbai.vcudata@gmail.com), Website: [www.vcupack.in](http://www.vcupack.in)**

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### **POSTAL BALLOT NOTICE**

To,  
The Member(s),

**NOTICE** is hereby given in accordance with Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and 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) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter collectively referred to as "Listing Regulations"), to the members of the Company to transact the following Special Business by passing following resolution by way of postal ballot (voting by electronic means only).

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

The MCA vide its circular no. 33/2020 dated 28<sup>th</sup> September, 2020, has extended period for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to 31<sup>st</sup> December, 2020. Further, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The Board of Directors of the Company, at its Meeting held on Monday, 05<sup>th</sup> October, 2020 has appointed M/s. VKM & Associates, Practicing Company Secretaries, Mumbai (COP No. 4279), as the Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P. M. IST on Friday, 06<sup>th</sup> November, 2020, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Saturday, 07<sup>th</sup> November, 2020 along with the Scrutinizer's report which shall be displayed on the Company's website ([www.vcupack.in](http://www.vcupack.in)) and communicated to BSE

Limited where the shares of the Company are listed, NSDL and Registrar and Share Transfer Agent.

1. To consider and, if thought fit, to pass with or without modification the following Resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8), 141 and other applicable provisions, if any, of the Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Parekh Shah & Lodha, Chartered Accountants, Firm Registration No.: 107487W, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Kriplani Milani & Co., Chartered Accountants, Mumbai (having FRN: 130461W)

**RESOLVED FURTHER THAT** M/s. Parekh Shah & Lodha, Chartered Accountants shall hold the office as the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by Board of Directors of the Company in consultation with the Audit Committee.”

**By Order of the Board of Directors  
For VCU Data Management Limited**

**Sd/-  
Vijendra Vaishya  
Company Secretary & Compliance Officer**

**Place: Mumbai  
Date: 5<sup>th</sup> October, 2020**

## NOTES:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Ordinary Resolution contained in the Postal Ballot Notice is sought through Postal Ballot/Remote E-voting.
2. Explanatory Statement stating the material facts and reasons for the proposed Resolution No. 1, pursuant to Section 102(1) of the Act is annexed herewith.
3. This Notice is being sent to all the shareholders 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 Limited (CDSL) as on Friday, 02<sup>nd</sup> October, 2020.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the members on Friday, 02<sup>nd</sup> October, 2020. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on Friday, 02<sup>nd</sup> October, 2020, will be entitled to cast their votes by Postal Ballot (e-voting). A person who is not a member as on Friday, 02<sup>nd</sup> October, 2020, should treat this Notice for information purpose only.
5. On account of threat posed by COVID-19 pandemic situation, the company is sending Postal Ballot Notice in electronic form only and expresses its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, Bank has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 further extended by Circular No. 33/2020 dated 28<sup>th</sup> September, 2020. The process for registration of email addresses is as under:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, **Skyline Financial Services Private Limited**, by clicking the link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [admin@skylinerta.com](mailto:admin@skylinerta.com).

6. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the Members of the Company.

7. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Please carefully read and follow the instructions on e-voting printed in the Notice. The e-voting period shall commence from Thursday, 08<sup>th</sup> October, 2020, at 09:00 a.m. and conclude on Friday, 06<sup>th</sup> November, 2020, at 05:00 p.m. The e-voting facility shall be disabled by NSDL thereafter.
8. The Company has appointed M/s. VKM & Associates, Practicing Company Secretaries, Mumbai (COP No. 4279) as Scrutinizer for conducting the Postal Ballot (e-voting) in a fair and transparent manner.
9. The Scrutinizer will submit this report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot (Evoting) will be announced by the Chairman or a person duly authorized by him in writing on or before Saturday, 07<sup>th</sup> November, 2020 shall be displayed on the Company's website ([www.vcupack.in](http://www.vcupack.in)) and communicated to BSE Limited where the shares of the Company are listed, NSDL and Registrar and Share Transfer Agent.
10. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

#### **INSTRUCTIONS FOR E-VOTING:**

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>**

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

##### **Details on Step 1 are mentioned below:**

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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:**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***
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**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address
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.

**Details on Step 2 is given below:**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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](mailto:vkmassociates@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013**

### **Item No.1**

M/s. Kriplani Milani & Co., Chartered Accountants, Mumbai (having FRN: 130461W), Statutory Auditors of the Company, have resigned from the position, on account of being a medium sized firm and also facing staff constraints due to the ongoing pandemic situation, with effect from closing hours of 28<sup>th</sup> September, 2020.

To fill up the casual vacancy arised due to resignation of M/s. Kriplani Milani & Co., Chartered Accountants, the Board of Directors at their meeting held on Monday, 05<sup>th</sup> October, 2020 on recommendation of Audit Committee have appointed M/s. Parekh Shah & Lodha, Chartered Accountants, Firm Registration No.: 107487W, as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they are not disqualified and are eligible for appointment as Statutory Auditors of the Company.

As per the provisions of Section 139(8) and other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors. The Audit Committee and the Board of Directors at their meeting held on 05<sup>th</sup> October, 2020 have considered and recommended appointment of M/s. Parekh Shah & Lodha, Chartered Accountants, Firm Registration No.: 107487W, as Statutory Auditors of the Company. If appointed, they shall hold office as Statutory Auditors until the conclusion of the next Annual General Meeting of the Company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution.

**By Order of the Board of Directors  
For VCU Data Management Limited**

**Sd/-  
Vijendra Vaishya  
Company Secretary & Compliance Officer**

**Place: Mumbai  
Date: 5<sup>th</sup> October, 2020**