

VCU DATA MANAGEMENT LIMITED

CIN: L74999MH2013PLC240938

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POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Member(s),

Notice is hereby given to the Members of VCU Data Management Limited ("the Company") pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Circulars issued by the Ministry of Corporate Affairs, Government of India and as per Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations, if any, that the resolutions set out below are proposed to be passed through Postal Ballot by way of remote e-voting ("e-voting").

The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this Notice.

M/s. VKM & Associates, Practicing Company Secretary (FCS No. 5023, C.O.P. No. 4279) has been appointed as the Scrutinizer for scrutinizing the Postal Ballot through e-voting in a fair and transparent manner. National Securities Depository Limited (NSDL) has been appointed to provide e-voting facility to the Members of the Company.

Copy of this Notice is also placed on the website of the Company www.vcupack.in, on the website of National Securities Depository Limited <https://www.evoting.nsdl.com> and BSE Ltd at <https://www.bseindia.com>, where the shares of the Company are listed.

In view of CoVID-19 Pandemic and in conformity with the applicable regulatory requirements, Members can vote on resolutions only through e-voting for which purpose they are requested to read carefully the instructions given in the Notes to this Notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot shall be declared by the Chairman or any other person authorized by him on Tuesday, 01st August, 2023. The Result declared along with the Scrutinizer's Report shall also be placed on the website of the Company at www.vcupack.in and on the website of National Securities Depository Limited <https://www.evoting.nsdl.com> immediately after the declaration of Results. The Company shall simultaneously forward the Results to BSE Ltd.

POSTAL BALLOT – SHAREHOLDERS' PROPOSED RESOLUTIONS:

Item No. 1

To approve the Alteration of Main Object Clause of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13, The Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, be and is hereby accorded to alter clause III (A)(1) of Memorandum of Association of the Company by substituting the following:

- a) To carry on the business of information technology services including system integration, security, online digital Platform solution, cloud infrastructure management, AI-based interoperability API, Custom Software development and robotic process automation solutions and to provide services of Software development, development of API (Application Programming Interface) including API for Finance,

Accounting, Back office, Web Payments, KYC etc., Development, designing and maintenance of Websites, Web Portal, Online Portal, Online Applications (Apps), Document and Image Processing, providing Electronic mailing services, and other Internet enabled services including Consultancy, Data entry, Digitizing the documents, to Design, Develop, Manufacture, Purchase or otherwise acquire, Import, Sell, Export, Lease or Franchise various Technologies, Software & Hardware and to act as Importers, Exporters, Traders, Agents, Representatives, Franchise Holders, Service Providers, and licensees in Computer Software & related Hardware, Electronic Systems and accessories and to setup Computer and Electronic related Software, Hardware and Technologies of all kind either directly or through licensees or Franchisees and to provide IT consulting services for wide range of Industries including Stock broking, Depository, Security services, Banking and Finance services, Insurance, Manufacturing, Telecommunications, Transportation, Travelling and Engineering both in India and outside India.

- b) To offer multi data card video uplink hardware based solutions for remote security, media news gathering, and other video communication requirements of the industry and government. Also to enable high quality video communication via hardware based solutions across the globe.
- c) To carry on the business of finance and operate as share brokers, agents, dealers, sponsors traders and market makers, in India or abroad and to carry on the activities of finance, leasing hire purchase, factors, securitisation, financial and negotiable instruments in any field' of capital market, money and finance market, investment market and others in any industrial, commercial, government enterprises and consumer fields and any other by any methods, systems modes, means that may be relevant and appropriate from time to time hereto.
- d) To carry on the business and to act as financial, tax, investment management consultants and provide advice, services, consultancy in various fields including administration, secretarial, commercial, financial, legal, accounting, taxation, employment, investment, marketing, scientific, technical, data processing, computers and banking, formation of reports, economic matters and to act as Lead managers, Advisors to the issue, underwriters, merchant bankers, registrars and transfer agents, issue house in respect of issue of shares, debentures and other securities of companies, association and undertakings.

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

**Sd/-
Nehal Mishra
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 29th June, 2023**

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on 23rd June, 2023 ('Cut-off date') and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting

process.

4. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company.
6. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating evoting to enable the Members to cast their votes electronically.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.vcupack.in , on the website of National Securities Depository Limited <https://www.evoting.nsdl.com> and BSE Ltd at <https://www.bseindia.com>, where the shares of the Company are listed.
8. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from 01st July, 2023 to 30th July, 2023, basis the request being sent on mumbai.vcudata@gmail.com, mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
9. The voting rights of Members shall be in proportion to their shares of the paid-up Equity Share capital of the Company as on Friday, 23rd June, 2023 being the cut-off date fixed for the purpose.
10. The voting through electronic means will commence on **Saturday, 01st July, 2023 at 9:00 a.m. and will end on Sunday, 30th July, 2023 at 5:00 p.m.** The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
11. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
12. The Scrutinizer will submit their report to the Chairman or any other Director or Authorized Person after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Tuesday, 01st August, 2023.
13. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
14. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the Equity Shares of the Company are listed. The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 01st August, 2023, being the last date specified by the Company for e-voting.
15. For any grievances connected with the electronic voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or the undersigned at the contact details mentioned above.
16. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.co.in 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.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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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 an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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 Section 102(1) of the Companies Act, 2013

Item No. 1

TO APPROVE THE ALTERATION OF MAIN OBJECT CLAUSE OF THE COMPANY

The Board of Directors in its meeting held on 29th June, 2023 discussed the need to add new clause in main object in the Memorandum of Association of the Company. The present management proposes to register the Company as a Non- Banking Finance Company – Non- Deposit –TYPE I- not accepting public funds/ not intending to accept public funds in the future and not having customer interface/ not intending to have customer interface in the future, for which alteration in the object clause of the Company is required.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object clause III (A)(1) inserting new Clause (c) & (d) of the MOA, requires the approval of the members by means of a Special Resolution through Postal Ballot. Hence, it is proposed to amend the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No.1 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013.As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

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

**Sd/-
Nehal Mishra
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 29th June, 2023**