

VCU DATA MANAGEMENT LIMITED

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NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and the latest one being General Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, October 15, 2025, and ends at 5.00 P.M. (IST) on Friday, November 14, 2025.

The Company has appointed M/s. VKM & Associates (FCS: 5023 and COP No.: 4279), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.vcupack.in and on the website of BSE at <https://www.bseindia.com>.

RESOLUTIONS:

1. **RECLASSIFICATION OF STATUS OF MR. SANJAY VARDHAN FROM PROMOTERS AND PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY**

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 Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactments(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, approval of the members be and is hereby accorded for reclassification of status of Mr. Sanjay Vardhan, from Promoters to Public Shareholders as he is neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company and have no responsibility or association with the Company and have given his consent in writing for change of status.

The status of the following Promoter seeking reclassification is as follows:

Name of the Promoter	No. of Equity Shares held	Percentage of Shareholding/Voting Rights
Mr. Sanjay Vardhan	13,55,100	8.74

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution.

RESOLVED FURTHER THAT any Director of the company be and hereby authorized and directed to do all such acts, deeds and things and to submit and sign on behalf of the Company necessary forms, papers, documents, certificates, explanations etc. including filing of necessary forms and relevant information with the Ministry of Corporate Affairs/Registrar of Companies and intimation to other Statutory authorities and further to complete all the post issue formalities with respect to the said allotment for the effective implementation of the resolution.”

2. **RECLASSIFICATION OF STATUS OF MR. SHRIPAL BAFNA FROM PROMOTERS AND PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY**

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 Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactments(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, approval of the members be and is hereby accorded for reclassification of status of Mr. Shripal Bafna, from Promoters to Public Shareholders as he is neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company and have no responsibility or association with the Company and have given his consent in writing for change of status.

The status of the following Promoter seeking reclassification is as follows:

Name of the Promoter	No. of Equity Shares held	Percentage of Shareholding/Voting Rights
Mr. Shripal Bafna	15,34,000	9.90

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution.

RESOLVED FURTHER THAT any Director of the company be and is hereby authorized and directed to do all such acts, deeds and things and to submit and sign on behalf of the Company necessary forms, papers, documents, certificates, explanations etc. including filing of necessary forms and relevant information with the Ministry of Corporate Affairs/Registrar of Companies and intimation to other Statutory authorities and further to complete all the post issue formalities with respect to the said allotment for the effective implementation of the resolution.”

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

Sd/-

**Place: Mumbai
Date: October 14, 2025**

**Vibha Khandelwal
Company Secretary**

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 Resolutions, 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, October 10, 2025.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the members on Friday, October 10, 2025. 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, October 10, 2025, will be entitled to cast their votes by Postal Ballot (e-voting). A person who is not a member as on Friday, October 10, 2025, should treat this Notice for information purpose only.
5. 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.
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. Please carefully read and follow the instructions on e-voting printed in the Notice. The e-voting period shall commence from Wednesday, October 15, 2025, at 09:00 a.m. and conclude on Friday, November 14, 2025, 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, November 15, 2025 shall be displayed on the Company's website (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.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com or call at 022 - 4886 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. 1800-21-09911

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.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 vkassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

2. Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
3. 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.
4. 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 Mr. Suketh Shetty 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 an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 01

Mr. Sanjay Vardhan, is presently the Promoters of the Company. He intimated vide his letter dated July 11, 2025 to exclude his association with the Company as promoters and requested to exclude his name from the category of Promoters.

Request for Reclassification:

Vide Request Letter, Mr. Sanjay Vardhan, has informed that he is neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company individually and have no other responsibility or association with the Company.

Further Mr. Sanjay Vardhan has confirmed that along with his relatives;

- i. does not, together, hold more than 10% (ten percent) of the total voting rights in the company;
- ii. does not exercise control over the affairs of the company, directly or indirectly;
- iii. does not have any special rights with respect to the company through formal or informal arrangements including through any shareholders agreements;
- iv. are not represented on the board of directors of the company (including through nominee director);
- v. is not acting as a key managerial person in the company;
- vi. is not 'willful defaulters' as per the Reserve Bank of India Guidelines; and
- vii. is not fugitive economic offenders.

Further, the promoter seeking reclassification has confirmed that subsequent to his reclassification, he shall continue to comply with the provisions of Regulation 31A of the Listing Regulations.

As per provisions of regulation 31A (3)(a)(v) of SEBI (LODR) Regulations 2015 shareholders' approval is required for shifting the status from promoters' group to public category.

Board's Consideration & Recommendation:

At their meeting held on July 21, 2025, the Board of Directors of the Company analyzed the Request Letter vis-à-vis the requirement under Regulation 31A of the Listing Regulations and approved the proposal.

With respect to the pre-requisite in relation to the company, Board noted that as at the date of the approval:

- a) The company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b) The trading of the equity shares of the company have not been suspended by the stock exchanges where equity shares of the company are listed;
- c) The company does not have any outstanding dues to the SEBI or the Depositories except Stock Exchange;

Considering the above, Board recommended reclassification of the promoters to public category and proposed Item no.1 of the Notice for the approval of members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 of this Notice except to the extent of their shareholding in the Company.

Item No. 02

Mr. Shripal Bafna, is presently the Promoters of the Company. He intimated vide his letter dated September 18, 2025 to exclude his association with the Company as promoters and requested to exclude his name from the category of Promoters.

Request for Reclassification:

Vide Request Letter, Mr. Shripal Bafna, has informed that he is neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company individually and have no other responsibility or association with the Company.

Further Mr. Shripal Bafna has confirmed that along with his relatives;

- i. does not, together, hold more than 10% (ten percent) of the total voting rights in the company;
- ii. does not exercise control over the affairs of the company, directly or indirectly;
- iii. does not have any special rights with respect to the company through formal or informal arrangements including through any shareholders agreements;
- iv. are not represented on the board of directors of the company (including through nominee director);
- v. is not acting as a key managerial person in the company;
- vi. is not 'willful defaulters' as per the Reserve Bank Of India Guidelines; and
- vii. is not fugitive economic offenders.

Further, the promoter seeking reclassification has confirmed that subsequent to his reclassification, he shall continue to comply with the provisions of Regulation 31A of the Listing Regulations.

As per provisions of regulation 31A (3)(a)(v) of SEBI (LODR) Regulations 2015 shareholders' approval is required for shifting the status from promoters' group to public category.

Board's Consideration & Recommendation:

At their meeting held on September 19, 2025, the Board of Directors of the Company analyzed the Request Letter vis-à-vis the requirement under Regulation 31A of the Listing Regulations and approved the proposal.

With respect to the pre-requisite in relation to the company, Board noted that as at the date of the approval:

- a) The company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b) The trading of the equity shares of the company have not been suspended by the stock exchanges where equity shares of the company are listed;
- c) The company does not have any outstanding dues to the SEBI or the Depositories except Stock Exchange;

Considering the above, Board recommended reclassification of the promoters to public category and proposed Item no.2 of the Notice for the approval of members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 of this Notice except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For VCU Data Management Limited
Sd/-

Vibha Khandelwal
Company Secretary