



CIN: L74140DL1991PLC340407

05th January, 2021

To,  
The Manager (Listing department),  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai -400 001

**Scrip Code: 511628**

**Sub: Submission of Postal ballot Notice, Postal ballot Form and Calendar of Events for the Postal Ballot Process.**

**Dear Sir/Madam,**

With reference to the Subject matter, we wish to inform you that pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Company has Completed the Physical and Electronic dispatch of the Postal ballot notice dated 05.01.2021 along with Postal ballot form to all the members of the Company as on 01<sup>st</sup> January , 2021 ( Cut-off date) seeking their approval as set out in the Notice .

The Postal Ballot Notice along with Form has been uploaded on the website of our Company on [www.imcapitals.com](http://www.imcapitals.com)

The Company has appointed Link Intime India Pvt. Ltd for the purpose of providing e-voting facility .The e-voting will be commenced from Thursday, 07<sup>th</sup> January, 2021 (9.00 a.m) IST and will end on Saturday, 06<sup>th</sup> February, 2021 (5.00 p.m) IST. The Consolidated voting results of the Postal ballot and e-voting will be declared on Monday, 08<sup>th</sup> February, 2021.

You are requested to take the same on record.

Thanking you

Yours faithfully

For & on behalf of IM+ Capitals Limited

Vishal Singhal

DIN: 03518795

Director

Encl: **Copy of Postal Ballot notice**

**Postal ballot form**

**Calendar of events for conducting postal ballot**

**POSTAL BALLOT NOTICE**

***(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.)***

**Dear Members,**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read together with the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the resolutions attached below are proposed to be passed by the members of the Company by way of Postal Ballot /Electronic voting (E-voting process). The Company is desirous of seeking your consent for the Proposal as contained in the Resolutions given hereinafter.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed **CS Rakesh Kumar, Practicing Company Secretary**, as the Scrutinizer for conducting the Postal Ballot/ E-voting process in a fair and transparent manner.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting ("e-voting") facility, to enable the Members to cast their votes electronically instead of casting votes through the Form. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions on e-voting thereon.

The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will only be sent to the Members whose email IDs are not registered, will receive Notice of Postal Ballot along with physical Postal Ballot Form through courier / post for this Postal Ballot.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed pre- paid Business Reply Envelope. **The duly completed Postal Ballot Form(s) should reach the Scrutinizer at their address Flat No. 6-A, LGF, Khasra No. 117/1/2, Gali No.-1, Rajpur Khurd Extension Colony (Near Ramchander Market) NEW DELHI-110068 on or before the close of working hours, i.e. 5.00 P.M. IST on Saturday, February 06, 2021** which is last date for receipt of completed Postal Ballot Form(s). Postal Ballot Form(s) received after this date and time will be considered as invalid.

The Scrutinizer will submit his report to the Chairman and Director or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (including e-voting). The Combined results of e-voting and postal ballot will be announced by the Chairman & Director of the Company or in his absence, any person authorised by him, **on 08<sup>th</sup> February, 2021** at the Registered Office of the Company and will be communicate to the Stock Exchanges where the Company's shares are listed viz Bombay Stock Exchange and will also be displayed at the company's website [www.imcapitals.com](http://www.imcapitals.com).

## **SPECIAL BUSINESS**

### **Proposed Resolutions:-**

**1. APPOINTMENT OF M/S O. AGARWAL & CO., CHARTERED ACCOUNTANTS, (FRN:005755N), AS STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY CREATED BY THE RESIGNATION OF M/S DOOGER & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 000561N), FORMER AUDITOR.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 Regulation 18 of the SEBI (LODR) Regulations, 2015 as amended from time to time 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) and upon recommendations of the Audit Committee and the Board of Directors, M/s O. AGARWAL & Co., Chartered Accountants, New Delhi (Firm Registration No.:005755N) be appointed as Statutory Auditors of the Company to fill the casual vacancy created by the resignation of M/s Dooger & Associates, Chartered Accountants, New Delhi (Firm Registration No.: 000561N)

**RESOLVED FURTHER THAT** M/s O. AGARWAL & Co., Chartered Accountants, New Delhi (Firm Registration No.:005755N) be entitled to hold office as Statutory Auditors of the Company up to the conclusion of ensuing 32th Annual General Meeting (2023) on such remuneration as may be fixed by the Board of Directors in consultation with them and Audit Committee."

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution. "

**2. REGULARISATION OF MR. VISHAL SINGHAL (DIN 03518795) AS A DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 160, 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 Mr. Vishal Singhal (DIN 03518795) who was appointed as an Additional Director of the Company by Board of Directors with effect from 02<sup>nd</sup> November, 2020 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company .

**"RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

**3. APPOINTMENT OF MR. VISHAL SINGHAL (DIN 03518795) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Vishal Singhal (holding DIN: 03518795) as a Whole time Director of the Company, for a period of 5 (five) years with effect from 10<sup>th</sup> November, 2020 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and be paid such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Whole-time Directors approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the terms of remuneration of Mr. Vishal Singhal, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution as per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **REGULARISATION OF MS. TANYA SINGHAL (DIN 08930315) AS A DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Section 160, 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Ms. Tanya Singhal (DIN 08930315) who was appointed as an Additional Director in the meeting of the Board of Directors held on 02<sup>nd</sup> November, 2020 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company. Whose period of office will be liable to determination by retirement of directors by rotation.

**"RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution. "

**FOR & ON BEHALF OF IM+CAPITALS LIMITED**

**Date : 28<sup>th</sup> December, 2020**

**Place : New Delhi**

**SD/-**

**Vishal Singhal**

**DIN: 03518795**

**(Director)**

**Registered Office**

72, Ground floor, World Trade Center

Babar road, Connaught place

New Delhi-110001

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act & Rule 22 of Companies (Management & Administration) Rules, 2014, setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members /Record of Depositories **as on the cutoff date 01.01.2021** and voting rights shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
3. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Postal Ballot Notice is being sent to Members in electronic form 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). For Members **whose email IDs are not registered, will receive Notice of Postal Ballot along with physical Postal Ballot Form through courier / post**. Member who have received Postal Ballot Notice by email and who wish to vote through physical Form may do so by requesting Company or downloading the Form from the Company's website [www.imcapitals.com](http://www.imcapitals.com).

4. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed pre- paid Business Reply Envelope. **The duly completed Postal Ballot Form(s) should reach the Scrutinizer at their address Flat No. 6-A, LGF, Khasra No. 117/1/2, Gali No.-1, Rajpur Khurd Extension Colony (Near Ramchander Market) NEW DELHI-110068 on or before the close of working hours, i.e. 5.00, P.M. IST on Saturday, February 06, 2021.** The postage will be borne and paid by the Company. However, envelopes containing Postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Please note the any postal ballot form(s) received after the said date will be treated as not having been received.
5. The voting shall be reckoned Pursuant to the applicable provisions of the Act and Rules framed there under and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail Addresses with the Company can now register the same by sending an e-mail to the RTA on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **06<sup>th</sup> February, 2021** in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India .
7. The Board, vide its Resolution passed on **28<sup>th</sup> December ,2020, has appointed CS Rakesh Kumar , Practicing Company Secretary,** as Scrutinizer for conducting the Postal Ballot (physical and E-Voting) process in accordance with law and in a fair and transparent manner.
8. The Company shall provide e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with **Link Intime India Private Limited (LIPL)** for facilitating e-voting, to enable the Members to cast their votes electronically instead of physical mode. The voting period ends on the close of working hours i.e. 5:00 P.M. IST 06<sup>th</sup> February, 2021. E-voting is optional for the Members. The Members, who do not wish to vote by electronic mode, can use the postal ballot form to register their assent or dissent within the time specified.
9. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. **01<sup>st</sup> January, 2021** may cast their vote electronically.
10. The e-voting period commences on 07.01.2021 (09.00 am) and ends on 06.02.2021 (05.00 pm). The voting period ends on the close of **06<sup>th</sup> February, 2021(5.00 p.m.) IST**. The e-voting module shall also be disabled by **LIPL** for voting thereafter.
11. The Company has authorized any of the directors of the Company as the persons conduct and manage for the entire postal ballot process.
12. The details of dispatch of Notice an Postal Ballot Form to the Shareholders will be published in at least one vernacular Newspaper in the Principal Vernacular language of the district in which the Registered Office of the Company is situated and at least once in English language in English Newspaper having a country wide circulation.
13. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Holidays) upto the date of announcement of the results of this Postal Ballot.
14. The Scrutinizer will submit his report to the Chairman and Director or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (including e-voting). The Combined results of e-voting and postal ballot will be announced by the Chairman & Director of the Company or in his absence, any person authorised by him, **on 08<sup>th</sup> February, 2021** at the Registered Office of the Company and will be communicate to the Stock Exchanges where the Company’s shares are listed viz Bombay Stock Exchange and will also be displayed at the company’s website [www.imcapitals.com](http://www.imcapitals.com).
15. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

## **INSTRUCTIONS FOR VOTING:**

### **A. Voting through Physical Postal Ballot Form**

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed postage prepaid Business Reply Envelope. Postage charges will be borne and paid by the Company.
2. The Postal Ballot Form, duly completed and signed by the members should be returned in the enclosed self-addressed postage pre-paid Business Reply Envelope directly to the **Scrutinizer at their address Flat No. 6-A, LGF, Khasra No. 117/1/2, Gali No.-1, Rajpur Khurd Extension Colony (Near Ramchander Market) NEW DELHI-110068 on or before the close of working hours, i.e. 5.00, P.M.IST on Saturday, February 06, 2021.** Any Postal Ballot Form received after the said date shall be treated as if the reply from the members has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

### **B. Voting through Electronic means**

#### **E –VOTING INSTRUCTIONS**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under “Shareholders” section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
  - a) **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b) **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c) **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under Shareholders section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

|                       | <b>For Shareholders holding shares in Demat Form or Physical Form</b>                                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li></ul>                                          |
| DOB/ DOI              | Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.                                                                                                                                                                                                                                                                                           |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"><li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).</li></ul> |

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

**NOTE:** The password is to be used by demat shareholders for voting on the Resolution(s) placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the Resolution(s) contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.  
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against". You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolution(s)' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

**General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.  
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions (“FAQs”) and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in)

## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1:**

M/s. Dooger & Associates, Chartered Accountants, New Delhi (FRN: 000561N), have tendered their resignation as the Statutory Auditors of the Company w.e.f November 10, 2020 Which has resulted into casual vacancy in the office of Statutory Auditors of the Company as per Section 139(8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of Statutory Auditors can only be filled up by the Board subject to the approval of the members. The Board as per the recommendation of the Audit Committee, has proposed to appoint M/s O. AGARWAL & Co., Chartered Accountants, New Delhi (FRN:005755N) , as the Statutory Auditors of the Company to fill the casual vacancy by the resignation of M/S Dooger& Associates (FRN: 000561N), Chartered Accountants, New Delhi.

M/s O. AGARWAL & CO, Chartered Accountants, (FRN:005755N), Chartered Accountants, have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation, their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In view of the above, you are requested to grant your consent to the ordinary resolution as set out in postal ballot notice dated 05<sup>th</sup> January 2021.

None of directors, key managerial persons or their relatives are, in any way concerned or interested in the said resolution.

### **ITEM No: 2**

Mr. Vishal Singhal (DIN 03518795), has been appointed as an Additional Director of the Company with effect from 02<sup>nd</sup> November, 2020 pursuant to the provisions of Articles of Association of the company read with Section 161(1) of the Companies Act, 2013, Mr. Vishal Singhal holds office as Additional director of the company up to the date of the ensuing Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received signifying intention to propose Mr. Vishal Singhal as a candidate for the office of Director of the Company.

Mr. Vishal Singhal and Ms. Tanya Singhal are interested in the resolution. The Relatives of Ms. Tanya may be deemed to be interested in the resolution, to the extent of their shareholding, if any in the Company.

Except the above, None of the Directors or Key Managerial Personnel of the Company are interested in the above mentioned resolution set out at Item No. 2 of the Notice.

Details of Mr. Vishal Singhal are provided in the “**Annexure 1**” to the Notice pursuant to the provisions of (i) Companies Act, 2013 including the rules made thereunder and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

### **ITEM No.: 3**

The proposed resolution seeks the approval of Members pursuant to Section 160, 196 and 203 of the Act and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Vishal Singhal as a Whole-time Director of the Company for a period of 5 (five) years w.e.f. 10<sup>th</sup> November, 2020 on the recommendation of the nomination and remuneration Committee subject to the approval of the shareholders in the General Meeting. The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Vishal Singhal for the office of Whole Time Director of the Company, to be appointed as such under the provisions of Section 196 of the Act.

Further, considering his rich experience and knowledge, Board now seeks to confirm his appointment as a Director and Whole Time Director of the Company. Hence, the Board recommends the Resolution to be passed as an Ordinary Resolution.

Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Vishal Singhal has been recommended and approved for a period of five years effective **10<sup>th</sup> November, 2020** by the Nomination and Remuneration Committee at its Meeting held on **10<sup>th</sup> November, 2020** and subsequently by the Board of Directors at its Meeting held on the even date. The approval of the Members pursuant to Section 197(1) of the Act, (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), is sought for the remuneration payable to Mr. Vishal Singhal as the Whole Time Director of the Company for the period from **10<sup>th</sup> November, 2020**.

**The details of the proposed remuneration are set out below:**

1. **Salary** : 1,00,000/- (Rupees one lakh only) per month with such increments/ increase as may be decided by the Nomination and Remuneration Committee or Board of Directors from time to time.
2. **Performance linked bonus** : The Whole Time Director shall be paid performance linked bonus as may be decided by the Board of Directors or a Committee thereof from time to time provided that the total remuneration including salary and perquisites paid to the Whole time Director shall not exceed the limits laid down under Section 197 read with Schedule V of the Act.
3. **Perquisites/ Benefits**: The Whole Time Director shall be entitled to perquisites like rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence/ cellular Phones, Statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment , education allowance, leave travel allowance and long service award and other benefits/ allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.
4. **Sitting fees**: The Whole Time Director shall not be paid any sitting fees for attending any meetings of the Board/ Committee(s)/ General Meeting(s) etc
5. **Minimum Remuneration**: In the absence or inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the managerial personnel including Whole-time Director(s) in accordance with the applicable provisions of schedule V of the Act.

Mr. Vishal Singhal and Ms. Tanya Singhal are interested in the resolution. The Relatives of Ms. Tanya may be deemed to be interested in the resolution, to the extent of their shareholding, if any in the Company.

Except the above, None of the Directors or Key Managerial Personnel of the Company are interested in the above mentioned resolution set out at Item No. 3 of the Notice.

Details of Mr. Vishal Singhal are provided in the “**Annexure 1**” to the Notice pursuant to the provisions of (i) Companies Act, 2013 including the rules made there under and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

**ITEM No : 4**

Ms. Tanya Singhal (DIN 08930315), has been appointed as an Additional Director of the Company with effect from 02<sup>nd</sup> November, 2020, pursuant to the provisions of Articles of Association of the company read with Section 161(1) of the Companies Act, 2013, Ms. Tanya Singhal (DIN 08930315) holds office as additional director of the company up to the date of the ensuing Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received signifying intention to propose Ms. Tanya Singhal as a candidate for the office of Director of the Company. whose period of office will be liable to determination by retirement of directors by rotation.

Further Board approved the appointment of Ms. Tanya Singhal (DIN 08930315) as Executive Women Director of the Company with effect from 02<sup>nd</sup> November, 2020 on the recommendation of the nomination and remuneration committee, subject to the approval of the shareholders by Postal ballot.

Ms. Tanya Singhal and Mr. Vishal Singhal are interested in the resolution. The Relatives of Ms. Tanya may be deemed to be interested in the resolution, to the extent of their shareholding, if any in the Company.

Except the above, None of the Directors or Key Managerial Personnel of the Company are interested in the above mentioned resolution set out at Item No. 4 of the Notice.

Details of Ms. Tanya Singhal are provided in the “**Annexure 2**” to the Notice pursuant to the provisions of (i) Companies Act, 2013 including the rules made there under and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

**FOR & ON BEHALF OF IM+CAPITALS LIMITED**

**Date: 28th December, 2020**

**Place: New Delhi**

**Sd/-  
Vishal Singhal  
DIN: 03518795  
(Director)**

**Registered Office**

72, Ground floor, World Trade Center  
Babar road, Connaught place  
New Delhi-110001

**Annexure-1****INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015**

|                                                              |                                                                                                     |
|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| Names of Director                                            | Mr. Vishal Singhal                                                                                  |
| DIN                                                          | 03518795                                                                                            |
| Date of Birth                                                | 04/01/1993                                                                                          |
| Educational Qualification                                    | MBA from S.P. Jain Institute Of Management & Research.                                              |
| Expertise in Functional Area                                 | He has experience of over 7 years in Accounts, finance and Business operation (cylinders industry). |
| Relationships between directors inter-se                     | YES                                                                                                 |
| List of other Listed Entities in which he holds Directorship | NO                                                                                                  |
| Other Committee Membership                                   | YES                                                                                                 |
| No. of shares held                                           | 18831                                                                                               |

**Annexure-2****INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015**

|                                                               |                                                                                                  |
|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| Names of Director                                             | Ms. Tanya Singhal                                                                                |
| DIN                                                           | 08930315                                                                                         |
| Date of Birth                                                 | 03/03/1994                                                                                       |
| Educational Qualification                                     | Master in Science                                                                                |
| Category of Director<br>Expertise in Functional Area          | She has experience of over 4 years in the field of information technology & business operations. |
| Relationships between directors inter-se                      | YES                                                                                              |
| List of other Listed Entities in which he holds Directorship. | NO                                                                                               |
| Other Committee Membership                                    | YES                                                                                              |
| No. of shares held                                            | 29005                                                                                            |

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**POSTAL BALLOT FORM**

**(Please read carefully the instructions printed overleaf before completing this form)**

**Sl.No.:**

1. Name of the Member :
2. Registered address of the Member :
3. Name(s) of joint holder(s)if any :
4. Registered Folio No./ DP ID No. /Client ID No :  
(\*Applicable to investors holding shares in Dematerialized form)
5. Number of Equity Shares held :

I/ We hereby exercise my/ our vote in respect of the following Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 05<sup>th</sup> January, 2021 issued by the Company by sending my/ our Assent(For)or Dissent(Against) to the said Resolution(s) by placing the tick (v)mark at the appropriate box below:

| Sl. No. | Description of Resolutions                                                                                                                                                                                                                         | No. of Shares held | I/we assent to the Resolution (FOR) (Number of shares) | I/ We dissent to the Resolution (AGAINST) (Number of shares) |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------------------|--------------------------------------------------------------|
| 1.      | Appointment of M/s O. Agarwal & Co, Chartered Accountants, (FRN: 005755N) As Statutory Auditors of the Company to fill Casual Vacancy Created by the Resignation of M/s Dooger & Associates, Chartered Accountants (FRN: 000561N), Former Auditor. |                    |                                                        |                                                              |
| 2.      | Regularisation of Mr. Vishal Singhal (DIN 03518795) as a Director of the Company.                                                                                                                                                                  |                    |                                                        |                                                              |
| 3.      | Appointment of Mr. Vishal Singhal (DIN 03518795) as a Whole time Director of the Company.                                                                                                                                                          |                    |                                                        |                                                              |
| 4.      | Regularisation of Ms. Tanya Singhal (DIN 08930315) as a Director of the Company.                                                                                                                                                                   |                    |                                                        |                                                              |

Place:

Date:

\_\_\_\_\_  
(Signature of the Member/Beneficial Owner)

**Important Note:** Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is February 06, 2021.

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**ELECTRONIC VOTING PARTICULARS (Please visit <https://instavote.linkintime.co.in> to cast your vote online)**

| EVS(N)(E-voting Sequence Number) | USER ID | Default PAN No./ Sequence No. |
|----------------------------------|---------|-------------------------------|
|                                  |         |                               |

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN Field.

**Note: 1. if the voting rights are exercised electronically; there is no need to use this form.**

**2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.**

### **INSTRUCTIONS**

- 1) Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
- 2) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 3) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member cast votes by both modes, then voting done through Postal Ballot shall prevail and e-voting shall be treated as invalid.
- 4) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Postal Ballot and E-voting.
- 5) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the Postal Ballot and E-voting.

### **Process and manner for Members opting to vote by using the Ballot Form**

1. Please complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, through attached postage pre-paid envelop not later than the closing of working hours i.e. 5:00 p.m. on Saturday, 06<sup>th</sup> February, 2020. Ballot Forms received after this date will be considered invalid.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. Votes should be cast in case of each resolution, either in favor or against by putting the tick (v) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Friday, 01<sup>st</sup> January, 2020 as per the Register of Members of the Company.
6. A member may request for a duplicate Ballot Form can write to the Company or can be downloaded from the Company's website [www.imcapitals.com](http://www.imcapitals.com) .However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 1 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favor or against or if the signature cannot be verified.
8. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

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### **CALENDAR OF EVENTS FOR POSTAL BALLOT PROCESS**

| SL.NO. | PARTICULARS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | DAY & DATE             |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 1.     | Date on which consent received by the scrutinizer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Monday, 28.12.2020     |
| 2.     | <p>Date of Board Resolution -</p> <ol style="list-style-type: none"> <li>The Proposed postal ballot Notice shall contain below Resolution along with explanatory statement: <ul style="list-style-type: none"> <li>Appointment of M/s O. Aggarwal &amp; Co (FRN: 005755N), Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy created by the resignation of M/s Doogar &amp; Associates (FRN: 000561N), former auditor.</li> <li>Regularisation of Mr. Vishal Singhal (DIN: 03518795) as a Director of the Company.</li> <li>Appointment of Mr. Vishal Singhal (DIN: 03518795) as a Whole Time Director of the Company</li> <li>Regularisation of Ms. Tanya Singhal (DIN: 08930315) as a Director of the Company.</li> </ul> </li> <li>Authorizing any of the directors to conduct and manage the entire postal ballot process.</li> </ol> | Monday, 28.12.2020     |
| 3.     | Approval of Calendar of events                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Monday, 28.12.2020     |
| 4.     | Date of appointment of the scrutinizer & E-Voting Service provider                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Monday, 28.12.2020     |
| 5.     | Outcome of board meeting to Stock Exchanges along with intimation about Postal Ballot.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Monday, 28.12.2020     |
| 6.     | Cut-off date/specified date for determining shareholder to whom postal ballot notice will be sent.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Friday, 01.01.2021     |
| 7.     | Date of completion of dispatch of notice along with Postal Ballot Form by e-mail/physical mode.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Tuesday, 05.01.2021    |
| 8.     | Filing of intimation of calendar of events and postal ballot notice for conducting Postal Ballot to the Stock Exchanges.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Tuesday, 05.01.2021    |
| 9.     | Date of publishing Advertisement in Newspaper                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Wednesday , 06.01.2021 |

|     |                                                                                                                                                                                                                                                         |                                                |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| 10. | Postal ballot Notice to be displayed on the company's website                                                                                                                                                                                           | Wednesday, 06.01.2021                          |
| 11. | Date of Commencement of voting (E-voting and Physical)                                                                                                                                                                                                  | Thursday, 07.01.2021 (9:00 A.M.) IST           |
| 12. | Date of Closure of voting (Postal Ballot and E-voting)                                                                                                                                                                                                  | Saturday, 06.02.2021 (5:00 P.M.) IST           |
| 13. | The last date of receiving Postal ballot to the scrutinizer.                                                                                                                                                                                            | Saturday, 06.02.2021 (5:00 P.M) IST            |
| 14. | Date of submission of Report by Scrutinizer                                                                                                                                                                                                             | Monday ,08.02.2021                             |
| 15. | Date of declaration of results by the directors authorized by board                                                                                                                                                                                     | Monday, 08.02.2021                             |
| 16. | Date of declaration of results along with Scrutinizer 's report of the Postal ballot at the registered office and <ul style="list-style-type: none"> <li>To inform stock exchange i.e BSE and</li> <li>Display on the website of the company</li> </ul> | Monday, 08.02.2021                             |
| 17. | Last date for filing of the resolution with the ROC MGT-14 (BR + Shareholders' approval)                                                                                                                                                                | Within 30 days from declaration of the results |

