



02.08.2023

**BSE Limited**  
**Department of Corporate Services**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street**  
**Mumbai-400 001**  
**Scrip Code: 511628**

Dear Sir/Mam,

**Subject: Notice of Postal Ballot under Section 110 of the Companies Act, 2013**

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice (including instruction for remote voting ) for your record.

Copy of the Postal Ballot Notice is available on the Company's website at [www.imcapitals.com](http://www.imcapitals.com).

You are requested to take the same on your records.

**For IM+ Capitals Limited**



**Sakshi Goel**  
**Company Secretary & Compliance officer**

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**Regd office: 72, Ground floor, World Trade Center, Babar Road, Connaught Place, New Delhi-110001**

**Website: [www.imcapitals.com](http://www.imcapitals.com), Email: [imcapitalscompliances@gmail.com](mailto:imcapitalscompliances@gmail.com), Ph: 9810266747**

**CIN: L74140DL1991PLC340407**



## **IM+ CAPITALS LIMITED**

[CIN: L74140DL1991PLC340407]

**Regd. Office:**72, Ground Floor, World Trade Center, Babar Road, Connaught Place, New Delhi-110008

**Phone:** +91 9810266747

**E-mail:** imcapitalscompliances@gmail.com

**Website:** www.imcapitals.com

### **POSTAL BALLOT NOTICE**

Dear Member(s)

Notice is hereby given pursuant to the provisions of section 110 and other applicable provisions of the Companies Act, 2013 (the 'Act'), read together with section 20 and 22 of the Companies (Management and Administration) rules, 2014(the "Management Rules"), the Companies (Appointment and Qualifications) Rules of the Companies Act, 2013 including any Statutory modifications or re-enactment thereof for the time being in force any other applicable provisions of the Act and the rule made there under, read with the General circular No. 22/2020 dated April 8, 2020, the General Circular 17/2020 dated 13 April, 2020 the general Circular 22/2020 dated June 2020, the General Circular June 15, 2020, the General Circular 33/2020 dated 28 September, 2020, the General Circular 39/2020 dated 31 December, 2020, General Circular No 10/2020 dated 23 June, 2021, the general Circular 20/21 dated December8, 2021, General Circular No 10/2022 dated 28.12.2022, General Circular 11/2022 and other Circulars, if any ("MCA Circulars"), pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015 ('SEBI LODR Regulations") Secretarial Standard on General Meeting ("SS-2") issued by the Institute of Companies Secretary of India and pursuant to all other applicable laws and regulations, to the shareholders or members('members") of **IM+ Capitals Limited ("The Company")** for seeking approval for the resolutions appended below through Postal Ballot/ electronic voting ('remote E-voting). The Explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and reasons thereof mentioned in this Postal Ballot Notice is attached hereto for your consideration.

In view of the ongoing covid-19 pandemic crisis, MCA vide its aforesaid mentioned MCA Circulars, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made there under, without holding a general meeting that requires physical presence of members at a common venue. The Company will send Postal Ballot Notice only by email to all its members who have registered their emails addresses with the Company / registrar and Share Transfer Agents('RTA") or Depository Participants and the communications of assent/dissent of the members will only take place through remote e-voting System. This Postal Ballot process accordingly being initiated in compliance with the above-mentioned circulars.

In Compliance with the requirements of the MCA Circulars, Physical copy of Postal Ballot Notice along with the Postal Ballot Forms and Pre-paid business envelope will not be send to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

The Board has appointed Ms. Chetna Bhola, Practicing Company Secretary, (Membership No.: FCS A41283 and C. P. No. 15802, Partner of Chetna Bhola & Associates, Company Secretaries as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote e-voting facility only for this Postal Ballot process. The Company has engaged the services of Link Intime (India) Private Limited (LI IPL) to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

The Results of Postal Ballot will be announced with two (02) working days from the last date specified by the company for e-voting and shall be hosted on website of the company (**[www.imcapitals.com](http://www.imcapitals.com)**) and on the website of Link Intime (India) Private Limited (LI IPL) i.e. <https://instavote.linkintime.co.in>. The results will also be communicated to BSE Limited, where the equity shares of the company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 01<sup>st</sup> September, 2023, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

## **SPECIAL BUSINESS:**

### **ITEM NO. 1**

#### **To Consider and Approve Shifting of Registered Office of the Company**

To Consider and if thought fit to pass the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions and Rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time in force) and subject to the approval of the Central Government and such other approvals, permissions and sanctions as may be required, the consent of the shareholders be and is hereby accorded for shifting the registered office of the Company from the 'State of National Capital Territory of Delhi' to 'State of Uttar Pradesh' under the jurisdiction of Registrar of Companies, Kanpur.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Regional Director, Northern Region, New Delhi, the Clause II of the Memorandum of Association of the company be and is hereby altered for change in the situation of the registered office of the company from the "State of National Capital Territory of Delhi"

to the "State of Uttar Pradesh" and that, the Clause II of the Memorandum of Association of the Company be read as follows:

II The Registered Office of the Company will be situated in the State of Uttar Pradesh.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file a petition before the Regional Director, Northern Region, New Delhi, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated herein above and do all such acts, deeds and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company; if so confirmed/ approved by the Regional Director, Northern Region, New Delhi.

**RESOLVED FURTHER THAT** on confirmation / approval of the Regional Director, Northern Region, New Delhi, the Registered Office of the Company be shifted from "State of National Capital Territory of Delhi" to the "State of Uttar Pradesh", the Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Uttar Pradesh and within the jurisdiction of the Registrar of Companies, Kanpur.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Regional Director, Northern Region, New Delhi.

**RESOLVED FURTHER THAT** the Board of Directors be and hereby authorised to finalize the address of the Registered Office of the Company at Ghaziabad, the State of Uttar Pradesh, as they may deem consider appropriate.

**RESOLVED FURTHER THAT** Mr. Vishal Singhal, Director of the Company be and is hereby severally authorised to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

## ITEM NO. 2

**To amend Object Clause of the Memorandum of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4,13, 15 and other applicable provisions if any of the Companies Act, 2013 ("the Act") read with applicable Rules and Regulations made there under, including any statutory modification or re-enactment thereof for the time being in force and subject to such other requisite approvals, permission, and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to amend Clause III (A) (Object Clause) of the Memorandum of Association of the Company for effecting the alteration in the existing Object Clause of Memorandum of Association (MOA) in the following manner:

1. To carry on the business or vacation of acting as advisers and consultants in or outside India on all manners and problems relating to the business and industry and commerce and profession, that is accountancy, taxation laws in India and abroad, software, hardware, computers, industrial, commercial, social, economic, financial projects, feasibility studies, maintaining of sick units,

shipping advertisement and publicity, exports, imports, medicine, horticulture, agricultural activities and produce, personnel management, publication, engineering manufacturing, high technology, collaborations, education and investigations.

**“RESOLVED FURTHER THAT** Mr. Vishal Singhal, Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto and settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Date: 29.07.2023**

**By order of the Board of Directors of  
IM+ Capitals Limited**

**Sd/  
Sakshi Goel  
Company Secretary & Compliance Officer  
Membership No: A46999**

## NOTES:

- The Explanatory statement pursuant to Sections 102 and 110 of the Companies Act 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rule, 2014, as amended, setting out material facts and reasons in respect of the special business under the Resolution(s) as set out above is annexed hereunder and forms part of the Notice.
- Pursuant to the Provisions of Sections 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the members through Postal Ballot via Remote e-voting, it shall be deemed to have been passed as if the same has been passed as General Meeting of the Manners convened in this regard.
- In view of the extraordinary circumstances created due to COVID-19 global pandemic, the Postal Ballot of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, General Circular 10/2022 dated 28-12-2022 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs ('MCA Circulars' or 'General Circulars') and Securities and Exchange Board of India ('SEBI') circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.
- For this purpose, the company has engaged the service of Link Intime (India) Private Limited (LIPL) and has made necessary arrangements with Link Intime (India) Private Limited (LIPL) to facilitate e-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.
- The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as at close of business hours on **Friday, 28<sup>th</sup> July, 2023 ('Cut-off Date')** and who have registered their e-mail addresses with M/s Link Intime India Limited, Registrar and Share Transfer Agent ('RTA') of the Company. It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date (including those members who may not have received this notice due to non-registration of their e-mail addresses with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this notice. A person, who is not a member as on the Cutoff date and happens to receive this Notice, should treat this Notice for information purpose only.

- Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members/ beneficial owner as on the Cut-off Date fixed for the purpose and only those Members whose names are recorded in the Register of Members/ Beneficiary Position maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR Regulations and MCA Circulars, the Company is providing facility of Postal Ballot by remote e-voting to its Members to cast their votes in respect of the resolutions listed in this Notice. Further, in light of the MCA Circulars, no physical copies of this notice will be circulated.
- Resolutions passed by the Members with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members convened on that behalf.
- Voting rights in the Postal Ballot cannot be exercised by a proxy, accordingly Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. In case of joint holders voting, the joint holder who is higher in the order of names will be entitled to vote by way of remote e-voting.
- The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s Link Intime India Limited, having their office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083. Ph No. : 022 - 49186270. Shareholders may write the request to register/update their E-mail address with RTA to the email: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). 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 the Postal Ballot.

- The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company [www.imcapitals.com](http://www.imcapitals.com) and on the website of e-voting agency Link Intime (India) Private Limited (LIPL) i.e. <https://instavote.linkintime.co.in> and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), in the relevant sections. Relevant documents referred to in the notice, if any, will be available for inspection on the website of the Company [www.imcapitals.com](http://www.imcapitals.com).
- In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

The detailed procedure with respect to E-voting is as follows:

## 1. Voting through electronic means:

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **03<sup>rd</sup> August, 2023** at 9.00 AM and ends on Friday, **01<sup>st</sup> September, 2023** at 5:00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 28<sup>th</sup> July, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat accountholders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

### **PROCEDURE FOR E-VOTING:**

#### **Remote e-Voting Instructions for shareholders:**

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As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.



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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. 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/IdeasDirectReq.jsp>
  3. Visit 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. 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. The 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the 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.

3. 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. Linkintime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

► Set the password of your choice (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).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).

4. After selecting the desired option i.e. Favour / Against, 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.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

10. Notice will be available on the Company's website at [www.imcapitals.com](http://www.imcapitals.com), and at websites of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and also of Link Intime (India) Private Limited (LIPL) at <https://instavote.linkintime.co.in>. All documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting. Shareholders seeking to inspect such documents can send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
11. The Results of remote e-voting shall be declared within stipulated time and the said result along with the Scrutinizer's Report thereon shall be placed on the Company's website [www.imcapitals.com](http://www.imcapitals.com) and on the website of Link Intime (India) Private Limited (LIPL) at <https://instavote.linkintime.co.in>, and also be communicated to the stock exchange(s)

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

#### **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**

##### **Item 1: To Consider and Approve Shifting of Registered Office of the Company**

The Members may note that as per Section 12(5) of the Companies Act, 2013, shifting of registered office outside the local limits of any city or town requires approval of shareholders by way of special resolution. At present registered office of IM+ Capitals Limited is situated at 72, Ground Floor, World Trade Center, Babar Road, Connaught Place, New Delhi, Delhi, 110008. It is proposed to shift the registered office from GF 72, World Trade Centre, Babar Road, Connaught Place, Delhi-110001 (DL) to C-15, RDC Raj Nagar, Ghaziabad-201001 Uttar Pradesh. The Management of the company wants to expand its business activities. The management of the company is of the view that shifting would benefit the company to deal with various stakeholders and will enable management to monitor the business more economically and efficiently and this will be in the best interest of all stakeholders. This will also help in streamlining various corporate functions. It shall in no manner affect the existing client base, creditors, operations and employees of the Company. Further, in order to align with the group practices of having certain group companies registered offices at Ghaziabad. Hence, it is proposed to shift the registered office to Ghaziabad. Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the shifting of registered office from one state to another and consequent alteration of the memorandum of association requires the approval of the members by way of special resolution and approval of the Central Government. Further, approval of lenders would also be required.

The existing memorandum as well as the draft memorandum with the proposed amendments is available for inspection and such documents shall be available for inspection at the Registered Office and Corporate Office of the Company between 11.00 a.m. to 5.00 p.m. on all days except Saturday and Sunday and other government holidays and copies thereof shall be available at the meeting. Accordingly, the Board recommends the resolution no. 1 set forth in the notice for approval by the shareholders as a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution.

##### **ITEM NO.2: TO AMEND OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as a part of diversification plans. For this purpose, the object clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the object clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The Board in its meeting held on 29<sup>th</sup> July, 2023 has approved alteration of the Memorandum of Association of the Company and now seek Members' approval for the same.

The existing memorandum as well as the draft memorandum with the proposed amendments is available for inspection and such documents shall be available for inspection at the Registered Office and Corporate Office of the Company between 11.00 a.m. to 5.00 p.m. on all days except Saturday and Sunday and other government holidays and copies thereof shall be available at the meeting. Accordingly, the Board recommends the resolution no. 2 set forth in the notice for approval by the shareholders as a special resolution.

None of the Directors, Key Managerial Person(s) of the Company and their relatives is, in any way, concerned or deemed to be interested in the proposed resolution.

**By Order of the Board of Directors of  
IM+ Capitals Limited**

**Sd/-  
Sakshi Goel  
Company Secretary & Compliance Officer  
Membership No.: A46999**

Date: 29<sup>th</sup> July, 2023

Place: New Delhi

CIN: L74140DL1991PLC340407

**Regd. Office:** 72, Ground Floor, World Trade Center,  
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