

IM+ CAPITALS LIMITED

Registered Office: 817, Antriksh Bhawan, K.G Marg, New Delhi – 110001.

(T) – 011-42838332, CIN: L74140DL1991PLC340407

E-mail: imcapitalslimited@gmail.com, Web: www.imcapitals.com

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”) read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19” issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), including any statutory modification thereof for the time being in force and Regulation 29 & 30 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and pursuant to other applicable laws and regulations for the time being in force, that the resolution attached below are proposed to be passed by Special Resolution by way of Postal Ballot. The Company is desirous of seeking your consent for the proposal as contained in the resolution given herein after.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form.

The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

Further, the Board, vide its Resolution passed on 5th August 2020, has appointed CS Pradeep Kumar Debnath, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.

The Scrutinizer will be submitting 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. The results will be announced by the Chairman & Director of the Company or in his absence, any person authorised by him, on the 15th September, 2020 at the Registered Office of the Company. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company’s website www.imcapitals.com besides communicating to the Stock Exchanges where the Company’s shares are listed viz Bombay Stock Exchange.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution(s) appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution(s)

setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution(s) along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company

SPECIAL RESOLUTION(s):

Item No.1

APPROVAL FOR ALTERATION IN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

RESOLVED THAT the consent of members be & is hereby accorded, subject to the approval by Registrar of Companies or such other authority as may be required, to make alteration/addition after Clause 40 of Object Clause III (B)- Matters which are necessary for furtherance of the objects specified in clause III(A), of the Memorandum of Association of the Company, to include the following clause as:

33. To borrow or raise money, secure or discharge any debt or obligation or bindings on the company in such manner as may be thought fit and in particular by Mortgage of the undertaking on all or any of the immoveable or movable property (Present and future) and the uncalled capital of the company or by the creation and issue, on such terms as may be thought expedient of or by the way of issue of debentures or debenture-stock, perpetual or other-wise or other securities of any description, provided that the company shall not carry on banking business as defined in the Banking Regulation Act,1949.
34. To lend money to such persons or companies on such terms as may be deemed expedient & in particular to members of staff, customers & others dealing with the company & to guarantee the performance of contracts by any such person or companies provided that the company shall not carry business which may come within the purview of Banking Regulation Act,1949.
35. To guarantee the payment, unsecured or secured or payable under promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations instruments and securities of any company or of any persons whomsoever whether incorporated or not incorporated and generally to guarantee the payment of money of or dividends and interest on any stock, shares, securities of any company or persons or the subscriptions of such shares, stocks or securities in any case in which such guarantee may be considered likely directly or indirectly to further objects of the company as the interest of its shareholders and to become sureties for the performance of any contracts or obligations.

For & on behalf of IM+ Capitals Limited

Shikha Mehra Chawla

Company Secretary and Compliance officer

Date: 5th August 2020

Place: New Delhi

Registered Office 003A
817, Antriksh Bhawan, 22 K.G Marg, 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 by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 7th August, 2020 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("RTA").
3. The voting 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.
4. Pursuant to the applicable provisions of the Act and Rules framed thereunder 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. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
5. 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. 12th September, 2020 in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
6. The Board, vide its Resolution passed on 5th August 2020, has appointed CS Pradeep Kumar Debnath, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.
7. 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 (LI IPL) for facilitating e-voting, to enable the Members to cast their votes electronically instead of physical mode. 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.
8. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 7th August 2020 may cast their vote electronically.
9. The e-voting period commences on 13.08.2020 (09.00 am) and ends on 12.09.2020 (05.00 pm). The voting period ends on the close of 12th September, 2020 (5.00 p.m.). The e-voting module shall also be disabled by LI IPL for voting thereafter.
10. The Company has designated Mr. Pradeep Misra, Chairman & Managing Director and Ms. Shikha Mehra Chawla, Company Secretary of the Company as the persons responsible for the entire postal ballot process.

11. 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.
12. The Scrutinizer shall, declare the results on or before 15th September, 2020 and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the declaration of the Postal Ballot result. The result declared along with the scrutinizer's report will be available on the website of the Company (www.imcapitals.com).
13. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company immediately after there sult is declared and shall be simultaneously forwarded to BSE Limited.

E -VOTING INSTRUCTIONS

1. Visit the e-voting system of LI IPL. 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 LI IPL: <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).

For Shareholders holding shares in Demat Form or Physical Form	
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"> • 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.

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"> • 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).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <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 LI IPL.

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

1. 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.
2. 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’.

3. If you wish to view the entire Resolution details, click on the ‘View Resolution(s) File Link.

4. 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. 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

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

ITEM NO. 1:

For the smooth operations of Company & to enable Company work efficiently & effectively and keeping in view the growing trend in the business of Company and foreseeing the business expansion strategy of the Company in the coming years, the Board, in its meeting held on 05th August 2020, decided to insert some -clauses/objects regarding borrowing/lending or giving guarantee of any amount to persons, companies, etc on such terms & conditions as may be deemed expedient, & as detailed in Clause III (B) of Memorandum of Association of Company, subject to approval by Shareholders in ensuing General meeting & Registrar of Companies.

Therefore your Board of directors recommends the alteration in Objects Clause, as contained in the above said resolution, for your approval by the way of Postal Ballot.

A copy of the Memorandum and Articles of Association of the Company showing the proposed

changes have been kept at the Registered office of the company for inspection by members, on any working day during office hours.

None of the Directors or key managerial personnel of the Company or their relatives are, in any way concerned or interested in the proposed Resolution(s).

For & on behalf of IM+ Capitals Limited

Shikha Mehra Chawla

Company Secretary and Compliance officer

Date: 5th August 2020
Place: New Delhi

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817, Antriksh Bhawan, 22 K.G Marg, New Delhi-110001