

NOTICE OF CALLING 18TH AGM

Notice is hereby given that the 18th Annual General Meeting of the Members of Reliable Data Services Limited will be held on 07th September, 2019 on Saturday at 04.00 Pm at Narayan Dutt Tiwari Bhawan at 219, Pandit Deen Dayal Upadhyaya Marg, Mata Sundari Railway Colony, Mandi House, New Delhi, Delhi 110002 to transact the following Business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial Statements) for the financial year ended March 31, 2019 and the Report of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. Rakesh Jha (DIN: 00915891), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Ashutosh Pandey & Associates as Statutory Auditors.

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Ashutosh Pandey & Associates, Chartered Accountant, (FRN:021376N.) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 18th Annual General Meeting till the conclusion of 23rd Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit

SPECIAL BUSINESS:-

4. Increase its Authorize Share Capital from Rs. 10, 00, 00,000/- to Rs. 12, 00, 00,000/- and Alteration of Memorandum's Capital Clause.

RESOLVED THAT pursuant to provisions of Section 13, 64 and other applicable provisions, if any, of the Companies Act, 2013; the authorized share capital of the company

Corporate Office :
C-69 & 70, Sector - 2,
Near Metro Station Sector - 15,
Gautam Budh Nagar,
Noida, U.P. - 201301
Ph. : 0120-4089177, 4089100



CIN No. U72900DL2001PLC110145
E-mail : reliable.ho@reliablegroupindia.com
Website : www.rdspl.com

Regd. Office :
GF - 22, Hans Bhawan,
1, Bahadur Shah Zafar Marg,
New Delhi-110002
Ph. : 011-23378813
Fax : 011-23378812

be and is hereby increased from Rs. 10 Crore to Rs. 12 Crore divided into 1,00,00,000 equity shares to 1,20,00,000 equity shares respectively of Rs. 10 each with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf.

RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be altered and substituted by the following new clause V: The authorized share capital of the Company is Rs. 12, 00, 00,000/- divided into 1, 20, 00,000 equity shares of Rs. 10 each Face Value each.

5. **Approval for Issue of Bonus Shares to the shareholders in the ratio of 1:5 subject to the approval of shareholders.**

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the regulations and guidelines issued by the Securities and exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares in the ratio of 1:5 i.e., 1 equity share for every 5 existing equity share held by the Members as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such record date as on 30.08.2019 as may be fixed in this regard by the Board.



RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the record date and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

6. Migration of the Company from SME platform of National Stock Exchange of India (NSE EMERGE) to Main Board of NSE.

“**RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or reenactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Ltd. (“NSE Ltd.”) i.e. EMERGE to the Main Board of NSE Ltd. and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorised jointly and severally to deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of giving effect to aforementioned resolution.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Place: Delhi

Date: 13/08/2019

 Niharika Gupta
Company Secretary
ME No. ACS 50409

Notes:-

1. *A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. Members/ Proxies should bring their attendance slip duly filled in order to attend the meeting. A person can act as proxy on behalf of members' not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*
2. *The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.*

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

Item No. 04: *The Current Authorized Capital of the Company is Rs. 10, 00, 00,000/- (Ten Crore) consisting of 1, 00, 00,000 (One Crore) Equity Shares of Rs10/- (Rupees Ten) each and the paid up share capital of the Company is Rs. 8, 60, 00,000 (Eight Crore Sixty Lakhs Only) consisting of 86, 00,000 (Eighty Six Lakhs) Equity Shares of Rs10/- (Rs Ten) each. However in the meeting of Board where a resolution was placed to get the approval for issue of bonus shares to the existing shareholders of the company pursuant to such approval it was taken into notice that issue of bonus shares in the ratio of 1:5 requires to increase in the authorised share capital of the company consequently such increase in authorized share capital was placed and approved by the board subject to the approval of Members.*

The Company proposes to increase its authorized share capital to Rs.12, 00, 00,000/- (Rupees Twelve Crore) to facilitate Bonus issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No. 05 The equity shares of the Company are listed and actively traded on the National Stock Exchange of India Limited on SME Platform. The members are aware that the operations and performance of the Company has grown significantly over the past few Years, which has generated considerable interest in the Company's equity shares in the Market. The market price of the Company's shares has also increased significantly. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on August 13, 2019, considered it desirable to recommend issue of Bonus shares in the ratio of 1:5 subject to approval of the shareholders and such other authorities as may be necessary.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding and outstanding grants under ESOP in the Company, if any. The Board recommends passing of the resolution set out at Item No. 2 as a Special Resolution.\

Item No. 06: The Company was listed on NSE SME Platform on Wednesday, October 11, 2017. In terms of present rules/regulations, the Equity Shares listed on SME platform can be migrated to Main Board of Stock Exchange after an initial period of 2 years from the date of listing. The company is well poised to migrate on the Main Board of NSE and the eligibility criteria for migration on Main Board are fulfilled. The listing on Main Board of NSE will make the company one of the prestigious companies listed on one of the largest Stock Exchange of India. The listing on Main Board is likely to have wider participation from investors at large and trading in the equity shares of the company on the Main Board will go on the long way in enhancing the image and goodwill of the company. The benefits of listing on Main Board in the form of market capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the shareholders or the company and will also open up avenues of considering further resources raising if required, for the business purpose. This will help the company to grow further and expand the opportunities of business. The shareholder's approval for the said purpose is sought through this resolution.

Further, listing on the Main Board of NSE Ltd. will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

Please note that the proposed special resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal amounts to at least 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Share of the company on the Main Board of NSE and hence the management recommends the passing of said resolution and seeks your approval. Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

3. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI

(LODR) Regulation 2015 are provided in the Corporate Governance Report forming part of the Annual Report.

4. *In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.*
5. *The Register of Members and Share Transfer Book of the Company shall remain closed from Friday, 30th August 2019 to Friday, 07th September 2019 (both days inclusive).*
6. *The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched to those members whose names shall appear on the Company's Register of Members on Friday, 30th August, 2019; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by Central Depository Services (India) Limited & National securities depository Limited (NSDL) as beneficial owners on that date.*
7. *Members are requested to bring their copies of the Annual Report with them, since separate copies will not be distributed at the venue of the Annual General Meeting.*
8. *The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/s Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020.*
9. *Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.*
10. *Members are requested to send their queries, if any, at least seven days in advance of the meeting.*
11. *The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Share Transfer Agent.*
12. *Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.*
13. *Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.*

14. *The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.*
15. *To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the Concerned Depository Participant and holdings should be verified.*
16. *Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.*
17. *Electronic copy of the Notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.*
18. *Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website at www.rdspl.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@rdspl.com.*
19. *Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM)/ EGM by electronic means and the*

business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- 20. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.*
- 21. The Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (link of website of company).*
- 22. The e-voting period commences at 9:00 a.m. on Thursday, 05th September, 2019 and will end at 5:00 p.m. on Saturday, 07th September, 2019. During this period 'shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.*
- 23. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30th August, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 30th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (company/ RTA email id).*
- 24. The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.*
- 25. E-Voting:*

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website? -

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

a) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to _____ <Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses

not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- *Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.*
- *It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.*

For and on the behalf of the Board
Reliable Data Services Limited

Place: Delhi
Date: 13.08.2019


Niharika Gupta
Company Secretary



Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:-

Name of Director	Mr. Rakesh Jha
Date of Birth	11.03.1974
Expertise in specific functional areas	Experience over 15 Years in the field of Marketing Management.
Date of appointment	20.09.2002
No. of Equity Share held in the Company	1334970 Equity Shares
disclosure of relationships between directors inter-se	No relation
Qualification	Graduate
List of outside Directorship held in Public Company	NIL
Chairman/Member of the Committee of the Board of Directors of the Company	No
Chairman/Member of the Committee of the Board of Directors of other Companies	Nil