
CODE OF CONDUCT & ETHICS FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

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Approved by the Board of Directors of the Company on June 6, 2018 and last amended on January 21, 2025

1. PREFACE

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') provides that the board of directors shall lay down a code of conduct for all members of board of directors and senior management of the listed entity and the code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013.

In compliance with the SEBI Regulations, **Code of Conduct & Ethics for Directors and Senior Management Personnel** has been formulated, approved and adopted by the Board of Directors of IndiaMART InterMESH Limited (the "Company") on June 6, 2018.

2. DEFINITION

For the purpose of the Code, the following terms shall have the meanings assigned to them hereunder:

- i. "**Board**" means the Board of Directors of the Company;
- ii. "**Code**" shall mean Code of Conduct & Ethics for Directors and Senior Management Personnel as amended from time to time;
- iii. "**Compliance Officer**" shall be an officer, being a qualified Company Secretary, who is in whole time employment of the listed entity, not more than one level below the board of directors and shall be designated as a Key Managerial Personnel;
- iv. "**Director**" means a member of the Board;
- v. "**Indiamart**" or the "**Company**" means IndiaMART InterMESH Limited;
- vi. "**SEBI Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- vii. "**Senior Management**" shall mean officers/personnel of the Company who are members of the core management team excluding board of directors and shall comprise of all members of management one level below the "Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/ Manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

3. APPLICABILITY OF THE CODE

The Code applies to Directors and Senior Management Personnel of the Company.

The Independent Directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 and the Schedule IV thereunder.

4. GUIDELINES FOR CONDUCT

Every Director and Senior Management Personnel shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following and will:

- act in the best interests of and fulfil their fiduciary obligations to the company.
- conduct themselves in a professional, courteous and respectful manner and not to the improper advantage of their position.
- act honestly, fairly, ethically and with integrity.
- comply with all applicable laws, rules and regulations;
- comply with all policies, guidelines and codes formulated by the Company in compliance with SEBI listing regulations and other applicable provisions;
- comply with code of conduct for prevention of insider trading in dealing with securities of the company.
- not use the company property or position for personal gain and it should be used only for legitimate business purposes.
- not accept from or give to stakeholder's gifts or other benefits not customary in normal social intercourse.
- act in good faith, responsibly with due care, competence and diligence, without allowing their independent judgment to be subordinated.
- not use any information or opportunity received by them in their capacity as

Director or senior management in a manner that would be detrimental to the company's interests.

- act in a manner to enhance and maintain the reputation of the company.
- help create, maintain and implement a culture of ethical standards and commitment to corporate governance practices and compliances.
- act like a trustee for the Company's property/assets as well as the property/assets of other organization that have been entrusted to the company.
- report promptly any unlawful and unethical behavior, any actual or suspected fraud / theft of Company's assets.
- disclose any personal interest and abstain from discussion, voting or otherwise influencing a decision on any matter that may come before the Board in which they may have conflict or potential conflict of interest.
- not use confidential information acquired in the course of their service as Director or senior management for their personal advantage or for the advantage of any other entity.
- maintain the confidentiality of all confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated.

5. DECLARATION FOR COMPLIANCE WITH THE CODE

In terms of Listing Regulations, all Board Members and Senior Management Personnel shall affirm compliance with the code on an annual basis within 30 days of the closure of financial year. The annual compliance report shall be as per the format given in **Annexure - I**.

The annual report of the Company shall contain a declaration signed by the Managing Director after receiving confirmation to the Compliance from the Directors and Senior Management Personnel.

If any Director/Senior Management Personnel have any questions regarding the provisions of the Code, he shall consult Compliance Officer in order to ensure the compliance in true spirit.

If any Director / Senior Management Personnel leaves the Company any time during a financial year, he shall send a communication to the Company affirming compliance of the code till the date of his association with the Company.

6. CONSEQUENCES OF NON – COMPLIANCE OF THIS CODE

In case of non-compliance of this code by the Directors and /or Senior Management Personnel, the same shall be dealt by the Board of Directors for initiating appropriate action, as they may deem fit and proper.

7. REVIEW/AMENDMENT

This Code shall be subject to review by the Board of Directors as may be deemed necessary and in accordance with any regulatory amendments.

In the event of any conflict between the Companies Act, 2013 or the Listing Regulations or any other statutory enactments (“Regulations”) and the provisions of this policy, the Regulations shall prevail over this policy. Any subsequent amendment/modification in the Regulations, in this regard shall automatically apply to this policy and will be ratified subsequently by the Board of Directors.

Annexure - I

AFFIRMATION BY DIRECTOR / SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

I, _____ (Director / Senior Management Personnel), hereby acknowledge that I have received and read the Code of Conduct & Ethics for Directors & Senior Management Personnel.

I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March, 20 .

Signature: _____
Name: _____
Designation: _____
Date: _____
Place: _____

**To be submitted on or before 30th April each year.*