

POLICY ON RELATED PARTY TRANSACTIONS

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Approved by the Board of Directors of the Company on July 30, 2024 and last amended on January 20, 2026

1. OBJECTIVE

This Policy is framed pursuant to the requirements of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Section(s) 177 and 188 of the Companies Act, 2013 (the 'Act') read with Rules made there under, as amended and re- enacted from time to time.

The Related Party may have potential or actual conflicts of interest which may raise questions whether such transactions are consistent with the best interest of IndiaMART InterMESH Limited ('the Company') and its shareholders.

In order to ensure the governance and to set forth the procedures for entering into and execution of Related Party Transactions ('RPTs'), the Board of Directors of the Company have adopted this Policy.

2. DEFINITIONS

"Act" means Companies Act, 2013 and Rules made thereunder, clarifications and guidelines issued and amended by the Ministry of Corporate Affairs, from time to time.

"Arm's length transaction" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

"Audit Committee or Committee" means "Audit Committee" constituted by the Board of Directors of the Company under provisions of Listing Regulations and under Section 177 of the Act, from time to time.

"Board" means Board of Directors of the Company.

"Key Managerial Personnel" means Key Managerial Personnel as defined under Section 2(51) and appointed in pursuance of Section 203 of the Act.

"Material Modification" shall mean any modification to the Related Party Transaction, as originally approved by the Audit Committee and/or shareholders (in case of a material related party transaction), individually or taken together with previous modifications during a financial year, resulting in variation in the value, by at least 20% of the originally approved transaction, or Rs. 1 Crore whichever is higher.

"Material Related Party Transactions" means a transaction with a Related Party which either individually or taken together with previous transactions during a financial year, exceeds scale based thresholds as specified in Schedule XII of Listing Regulations.

"Policy" means dealing with Policy of Related Party Transactions.

“Related Party” has the meaning as assigned to it under the Act and the Listing Regulations.

“Related Party Transaction or RPT” has the meaning ascribed to it under the Companies Act 2013 and the Listing Regulations.

“Relative” means relative as defined under Section 2(77) of the Act read with the Companies (Specification of Definitions Details) Rules, 2014.

Any other term not defined herein shall have the same meaning as defined in the Act, Listing Regulations, Indian Accounting Standard or any other applicable laws.

3. IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

On the basis of criteria prescribed under the Act and/or the Listing Regulations, and the declarations/disclosures received from the Director(s) and Key Managerial Personnel(s) of the Company, the list of related parties shall be compiled and updated from time to time.

4. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

A. Audit Committee

- All the transactions which are identified as RPTs including subsequent material modification should be pre-approved by the Audit Committee before entering into such transaction. The Audit Committee shall consider all relevant factors while deliberating the RPTs for its approval. Transactions with the wholly-owned subsidiary or entered into between two wholly-owned subsidiaries of the Company shall be exempt in accordance with the applicable provisions of Listing Regulations and Act.
- Any member of the Committee who has a potential interest in any RPT will rescue himself and abstain from discussion and voting on the approval of the RPT. Only Independent Directors who are members of the Audit Committee shall approve RPTs.
- The Audit Committee may grant omnibus approval for RPTs proposed to be entered by the Company or its subsidiary which are repetitive in nature and subject to such criteria/conditions as mentioned under Listing Regulations. The Audit Committee shall lay down the criteria for granting omnibus approval to RPTs proposed to be entered into by the Company in the manner and to the extent prescribed under the applicable provisions of Listing Regulations and Act. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

- All RPTs entered by the Company or its subsidiary including RPTs approved through omnibus approval of the Company or its subsidiary, shall be reviewed post facto by the Audit Committee on a quarterly basis. In connection with any review of a RPT, the Committee has authority to modify or waive any procedural requirements of this Policy.
- RPTs entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Committee, will be placed before the Committee for ratification within such time as may be prescribed under the respective statute or regulations.
- RPTs including subsequent Material Modifications to which a subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1 crore and the value of such transaction exceeds the lower of the following:
 - a) 10% of the annual consolidated turnover as per the last audited financial statements of the subsidiary, or
 - b) the threshold for material related party transactions of the Company as specified in Schedule XII of the Listing Regulations.

Further, prior approval of the Audit Committee shall not be required for a RPT to which a listed subsidiary of the Company is a party but the Company is not a party, if Regulation 23 and 15(2) of the SEBI Listing Regulations are applicable to such listed subsidiary.

- The members of the Audit Committee, who are Independent Directors, may ratify transactions entered with related party, within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to the following conditions:
 - (i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
 - (ii) the transaction is not material;
 - (iii) rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
 - (iv) the details of ratification shall be disclosed along with the disclosures of RPTs given in accordance with Regulation 23(9) of the Listing Regulations;
 - (v) any other condition as specified by the Audit Committee.

B. Board of Directors

In case any RPTs are referred by the Audit Committee to the Board for its approval due to the transaction being:

- (i) not in the ordinary course of business, or
- (ii) not at an arm's length price, the Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to the terms of transaction as it deems appropriate under the circumstances.
- (iii) any member of the Board who has any interest in any RPT will rescue himself and abstain from discussion and voting on the approval of the RPT.

C. Shareholders

Any RPT which (i) is a material transaction including subsequent material modification with a related party and/or (ii) is not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Listing Regulations and the Act, shall require prior shareholders' approval. In such a case, any member of the Company who is a related party, shall not vote on resolution passed for approving such RPT.

Any omnibus approval granted by the shareholders for material RPTs in an annual general meeting ('AGM') shall be valid till the date of the next AGM, held within the timelines prescribed under Section 96 of the Act or Rules, notifications, or circulars issued thereunder from time to time.

In case of omnibus approvals for material RPTs, granted by shareholders in general meetings other than AGM, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

Provided that prior approval of the shareholders of a Company shall not be required for a RPT to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and 15 of these regulations are applicable to such listed subsidiary.

Any transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 5% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the Company.

5. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of any RPT that has been approved under the Policy prior to its consummation, the matter shall be reviewed by Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of said RPT. The Audit Committee may examine the facts and circumstances of the case and take such actions as it deems appropriate.

6. DISCLOSURE OF RELATED PARTY TRANSACTIONS

- (i) Particulars of RPTs shall be disclosed in such manner as may be prescribed under Listing Regulations and/or the Act (including rules made thereunder) and/or circulars issued by SEBI including SEBI-notified Industry Standards on "Minimum Information to be provided for Review of the Audit Committee and Shareholders for approval of a Related Party Transaction" from time to time.
- (ii) This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report of the Company.

7. REVIEW/AMENDMENT

This Policy shall be reviewed at least once in every three years by the Audit Committee and the Board to ensure it meets the requirements of legislation and the needs of Company.

In the event of any conflict between the Act 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.