



INDIAMART INTERMESH LIMITED

Regd. Office: 1st Floor, 29- Daryaganj, Netaji Subhash Marg, New Delhi- 110002

Corp. Office: 6th Floor, Tower 2, Assotech Business Cresterra, Plot No. 22,
Sector-135, Noida- 201305, U.P.

CIN: L74899DL1999PLC101534

Website: www.indiamart.com; **Ph. No:** +91-011-45608941/+91-9696969696

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth (25th) Annual General Meeting ('AGM') of the member(s) of **IndiaMART InterMESH Limited** ('the Company') will be held on Thursday, June 20, 2024 at 10:00 a.m. IST through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), for which purpose the Registered Office of the Company situated at 1st Floor, 29-Daryaganj, Netaji Subhash Marg, New Delhi-110002 shall be deemed as the venue for the Meeting wherein the proceedings of the AGM shall be deemed to have been conducted, to transact the following businesses:

ORDINARY BUSINESSES:

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution:**

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 20/- per equity share for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Brijesh Kumar Agrawal (DIN: -00191760), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of 25th Annual General Meeting ("AGM") until the conclusion

of the 30th AGM of the Company at such professional fees and re-imburement of out of pocket expenses, if any, in each financial year, as recommended by the Audit Committee and mutually agreed between the Board of Directors and the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Dinesh Chandra Agarwal (DIN:00191800), as Managing Director and Chief Executive Officer of the Company and approval of his revised remuneration**

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(s) 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy, recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the member(s) be and is hereby accorded for re-appointment of Mr. Dinesh Chandra Agarwal (DIN:00191800), whose current term as Managing Director and Chief Executive Officer ('CEO') of the Company is due to expire on January 07, 2025, as Managing Director & CEO of the Company for further period of 5 (five) consecutive years, not liable to retire by rotation, with effect from January 08, 2025 till January 07, 2030 on such terms and conditions, including managerial remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the approval of the members to the appointment of Mr. Dinesh Chandra Agarwal in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director not liable to retire by rotation for 5 (five) years upto January 07, 2030.

FURTHER RESOLVED THAT consent is also accorded for an annual increment of upto 15% in every financial year over his last drawn remuneration during the period of 5 years of his tenure as stated above.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorized to alter/vary the amount of Compensation including the type and amount of perquisites, bonus and other benefits payable from time to time, in such manner as may be agreed between the Company and Mr. Dinesh Chandra Agarwal, within the total compensation and overall limits thereof as approved by the Members and to the extent the Board may consider appropriate and to do all such acts, deeds, matters and things including execution of a contract or written memorandum with Mr. Dinesh Chandra Agarwal, Managing Director & CEO of the Company.”

6. Re-appointment of Mr. Brijesh Kumar Agrawal (DIN:00191760), as Whole-time Director of the Company and approval of his revised remuneration

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 Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy and recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the member(s) be and is hereby accorded for re-appointment of Mr. Brijesh Kumar Agrawal (DIN:00191760), whose current term as Whole-time Director of the Company is due to expire on January 07, 2025, as Whole-time Director of the Company for further period of 5 (five) consecutive years, liable to retire by rotation, with effect from January 08, 2025 till January 07, 2030 on such terms and conditions, including managerial remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT consent is also accorded for an annual increment of upto 15 % in every financial year over his last drawn remuneration during the period of 5 years of his tenure as stated above.

FURTHER RESOLVED THAT the Board (including any Committee thereof), be and is hereby authorized to alter/vary the amount of Compensation including the type and amount of perquisites, bonus and other benefits payable from time to time, in such manner as may be agreed between the Company and Mr. Brijesh Kumar Agrawal, within the total compensation and overall limits thereof as approved by the Members and to the extent the Board may consider appropriate and to do all such acts, deeds, matters and things including execution of a contract or written memorandum with Mr. Brijesh Kumar Agrawal, Whole-time Director of the Company.”

7. To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Bharat Agarwal.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 188(1)(f) read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 23 and the other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the member(s) be and is hereby accorded for revision in the current remuneration drawn by Mr. Bharat Agarwal, Assistant Vice President, Finance & Strategy, being a Related Party, to a monthly remuneration of ₹ 5,00,000/- (Rupees Five Lakhs Only), to be paid by the Company on such terms, conditions and other benefits/facilities in accordance with the applicable policies of the Company amounting to holding office or place of profit in the Company.

RESOLVED FURTHER THAT the amount forming part of Fixed and Flexible compensation payable to Mr. Bharat Agarwal may be inter changed, in whole or in part, within the overall limits of such compensations as approved above.

FURTHER RESOLVED THAT the Board of Directors be and hereby authorise during his tenure of employment to alter and vary the remuneration with an annual increment of upto 20% in every financial year over his last drawn remuneration as stated above.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of
IndiaMART InterMESH Limited

Sd/-

Manoj Bhargava

Date: April 30, 2024 Company Secretary & Compliance Officer
Place: Noida Membership No.- F 5164

NOTES:

1. In view of the relaxation granted by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, and Circular No. 09/2023 dated September 25, 2023 ('MCA Circulars') and SEBI vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 06, 2023 ('SEBI circular') **(MCA Circular and SEBI Circular collectively referred as 'Circulars')** has permitted the holding of the AGMs through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 25th AGM of the Company is being held through VC/OAVM facility. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating through VC/OAVM facility is mentioned in Note No. 22 of the notice. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
2. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Act setting out the material facts and reasons, concerning the business under Item Nos. 4,5,6 & 7 of this Notice of AGM is annexed herewith. Further, the relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standards-2'), in respect of Directors seeking re-appointment at the AGM are also annexed to this Notice.
3. Since the AGM is being convened through VC or OAVM in terms of the Circulars, the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) intending to authorize their representatives to attend the AGM through VC/OAVM facility and/or vote through remote e-voting or e-voting at the AGM on its behalf are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorized signatory(s) to the Scrutinizer by email at Dpv@dpvassociates.com with a copy marked to the Company at cs@indiamart.com. They can also upload the said documents by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
4. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial owners of the Company will be entitled to vote at the AGM.
5. The recording of the AGM and transcript shall also be made available on the Company's website at https://investor.indiamart.com/AGM_EGM.aspx in the Investors Relation Section, as soon as possible after the conclusion of the AGM.
6. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at its e-mail Id cs@indiamart.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM may use the chat box facility provided by National Securities Depository Limited ('NSDL') for the same.
7. During the AGM, members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditors of the Company certifying that Indiamart Employee Stock Benefit Scheme, 2018 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other amendments for the time being in force and such other documents as referred in the Notice of the AGM and explanatory statement. Members seeking to inspect such documents can send an email to the Company at cs@indiamart.com.
8. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of Listing Regulations and in terms of Circulars, Company will send Annual Report along with notice of the AGM and other communications through electronic mode to those Members who have registered their e-mail address with the Depository Participants ('DPs') in case of shareholders holding shares in demat mode. Members who have not registered their email id's in their demat accounts are requested to update/register their e-mail address with their respective DPs.
9. In compliance with the aforesaid Circulars, the Notice of the AGM and Annual Report for FY 2024 along with login details for participating in the AGM through VC/OAVM facility including e-voting are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company or RTA or DPs. Members may note that this Notice of the AGM and Annual Report for FY 2024 will also be available on the Company's website at https://investor.indiamart.com/Annual_Report.aspx, Stock Exchange's website i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
10. The Notice of AGM and Annual Report for FY 2024 will be sent to those Members/ beneficial owners whose name will appear in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, May 17, 2024.

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 DPs with whom they are maintaining their demat accounts.
12. SEBI vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members can contact the Company or Company's RTA - Link Intime India Pvt. Ltd., for any assistance in this regard. Further, SEBI vide its Master circular dated May 17, 2023, provided clarifications on the norms/procedural requirements for processing service requests of investors.
13. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: <https://investor.indiamart.com/index.htm>.
14. Members are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to their respective DPs in case holding shares in demat mode in terms of Section 72 of the Act. The nomination form can be downloaded from the Company's website at <https://investor.indiamart.com/InvestorForms.aspx>. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
15. Non-Resident Indian members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
16. The dividend, as recommended by the Board of Directors of the Company in its meeting held on April 30, 2024, (₹ 20/- per equity share of face value ₹ 10/- each for FY 2024), if declared subject to the approval of the shareholders at the meeting, will be paid/dispatched within 30 days from the date of AGM to those member(s) or their mandates:
 - a) whose names appear as Members / Beneficial Owners at the end of business hours on Friday, June 7, 2024, in the Register of Members / list of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
 - b) whose names appear as member(s) in the Register of Members of the Company on Friday, June 7, 2024.

Pursuant to the provisions of Finance Act, 2020, dividend income is taxable in the hands of the members w.e.f. April 1, 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to the members at rates prescribed in the Finance Act, 2020 and the amendments thereof. In order to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the Finance Act, 2020 with their DPs.

A resident individual shareholder holding a valid PAN and having total estimated tax liability as NIL can submit duly signed declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> on or before Friday, June 7, 2024. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

For resident shareholders (other than individual) holding a valid PAN and not subject to withholding under section 194, can submit duly signed declaration along with other documents as sought separately to avail benefit of non deduction of tax at source by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> on or before Friday, June 7, 2024.

For a Non-resident shareholder including Foreign Portfolio Investors, applicable withholding tax rate is either 20% (plus applicable surcharge and 4% cess) as per the Income Tax Act or the tax rate as specified in the tax treaty, subject to providing necessary documents i.e. no permanent establishment and beneficial ownership etc., declaration, tax residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments>. The aforesaid declarations and documents need to be submitted by the shareholders through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> on or before Friday, June 7, 2024.

As per the NSDL Circular No. NSDL/CIR/II/03/2023 dated January 11, 2023, the Resident Non-Individual Members such as Insurance companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions

established in India and Non-Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before Friday, June 7, 2024.

For further details and formats of declaration, please refer to FAQs on Taxation of Dividend Distribution available at Company's website at <https://investor.indiamart.com/CorporateActions.aspx>.

The dividend approved by the members will be paid as per the mandate registered with the Company/RTA or with their respective DPs. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of address / bank particulars or bank mandates. Such changes are to be advised only to the DP by the members. For members, who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories where shares are held in dematerialized mode to receive dividend directly into their bank account on the payout date.

17. Members are requested to note that dividend if not encashed and which remains unclaimed for a period of seven (7) years from the date of transfer to the Company's unpaid dividend account and shares on which the dividend remains unclaimed for seven (7) consecutive years will be transferred to the Investor Education and Protection Fund ('IEPF') as per Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as well as any relevant circulars and amendments thereto. In view of the same, members who wish to claim their unclaimed dividend are requested to raise a request with the RTA or to the Company at its registered office and/or email at cs@indiamart.com.

Please refer Company's website https://investor.indiamart.com/Unpaid_Unclaimed_Dividend.aspx for details related to unclaimed dividend amount.

18. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ('Electronic Bank Mandate'), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents to the Company at cs@indiamart.com or to the RTA at delhi@linkintime.com:
- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
 - iii. 11-digit IFSC Code.

- b. Self-attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
- c. Self-attested scanned copy of the PAN Card; and
- d. Self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member, as registered with the Company.

For the members holding shares in demat mode, please update your Electronic Bank Mandate through your DPs.

19. All correspondence should be addressed to the RTA of the Company viz. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel: 011 - 49411000, e-mail: delhi@linkintime.co.in.
20. In compliance with the provisions of Section 108 of the Act read and the rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and the Circulars as issued by Ministry of Corporate Affairs, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by National Securities Depository Limited ('NSDL').

The Members can opt for only one mode of voting i.e., remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM as under.

21. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

- i. The remote e-voting period will commence on Saturday, June 15, 2024 (09:00 a.m. IST) and ends on Wednesday, June 19, 2024 (05:00 p.m. IST). During this period, members holding shares in dematerialized form as on the cut-off date i.e., Thursday, June 13, 2024, may cast their vote electronically. A person, whose name appears in the Register of Members maintained by the Depositories as on the cut-off date, shall be entitled to avail the facility of remote e-voting.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- iii. Any person, who acquires equity shares and becomes a member of the Company after the date of electronic dispatch of the Notice of the AGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com.

However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and password to cast the vote.

- iv. The details of the process and manner for remote e-voting are explained herein 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 and join virtual meeting on NSDL e-voting system.

Details on Step 1 are mentioned below:

A) How to Log-in to NSDL e-voting website?

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- 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.
- 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, your Password/OTP 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.

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***.

C) Your Password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. How to retrieve your 'initial password'?
 - a. 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'.
 - b. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- i. 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.
 - ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- E) After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.
- F) Now, you will have to click on **"Login"** button.
- G) After you click on the **"Login"** button, home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically and join Meeting 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 clicking 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 the Company.
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.
9. For joining virtual meeting, you need to click on **"VC/OAVM"** link placed under **"Join General Meeting"**.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 at Dpv@dppvassociates.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- 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 <https://www.evoting.nsdl.com> to reset the password.
- In case of any query relating to remote e-voting you may refer the Frequently Asked Questions ('FAQs') for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on 022 - 4886 7000 or send a request at evoting@nsdl.com.

In case of any queries, you may refer the FAQs for Members and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no. 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - evoting@nsdl.com who will also address the grievances connected with the voting by electronic means.

Process for those Members whose email address are not registered with the Company / Depositories, for procuring user id and password and registration of e-mail address for e-voting for the resolutions set out in this Notice:

Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing demat account number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

- The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned above for remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.
- After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company's name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
- Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. However, this number does not include the large Shareholders i.e., Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members joining through Tablets/Laptops / Mobile devices etc. are recommended to use stable Wi-Fi or LAN to mitigate any kind of glitches and for better experience.
- Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.

OTHER INSTRUCTIONS:

- The Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner and / or Parveen Kumar (Membership No. F10315), Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500) as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 25th AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

2. The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes casted through e-voting at the meeting and thereafter unblock the votes casted through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM or three days, whichever is earlier, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company https://investor.indiamart.com/AGM_EGM.aspx under the head of 'Investor Relations' and on the website of NSDL at www.evoting.nsdl.com after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall disseminate the results on their website.
4. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. Thursday, June 20, 2024.

By Order of the Board of
IndiaMART InterMESH Limited

Sd/-
Manoj Bhargava

Date: April 30, 2024 Company Secretary & Compliance Officer
Place: Noida Membership No.- F 5164

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) were appointed as Statutory Auditors of the Company at the Annual General Meeting ('AGM') of the Company held on September 25, 2019, for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of the 20th Annual General Meeting till the conclusion of the 25th AGM of the Company, at such professional fees and re-imbursalment of out of pocket expenses, if any, in each Financial Year, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and the Statutory Auditors of the Company. Accordingly, the first term of the Statutory Auditors is due to expire on the conclusion of the 25th AGM of the Company.

In terms of the provisions of Section 139 of the Companies Act, 2013 ('Act'), the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. Accordingly, M/s B S R & Co. LLP, Chartered Accountants is eligible for re-appointment as Statutory Auditors of the Company for a second term of 5 (five) consecutive years of the Company.

M/s B S R & Co. LLP, Chartered Accountants is a member entity of B S R & Associates, a network registered with the ICAI. The firm has offices in various cities across the country. M/s B S R and Co. LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors such as Technology sector, FMCG sector, Automotive sector, etc.

Over the past five years, M/s B S R & Co. LLP, Chartered Accountants, have consistently demonstrated their ability to seamlessly scale and comprehend the Company's operations, systems and processes. Their comprehensive understanding has been instrumental in conducting thorough audits of the Company's financial statements. Throughout their tenure, the Company has been engaged in numerous complex activities, including multiple acquisitions. Despite these challenges, they have showcased their all-around capabilities, effectively navigating through intricate financial landscapes and ensuring the integrity and accuracy of the audit process.

Considering the evaluation of the past performance as the Statutory Auditors of the Company during their present tenure, experience, expertise and based on the recommendations of the Audit Committee in its meeting held on April 29, 2024, after due deliberations and discussions, recommended to the Board, re-appointment of M/s B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a second term of five consecutive years to hold the office from the conclusion of the 25th AGM till the conclusion of 30th AGM of the Company. The Board of Directors in its meeting held on April 30, 2024 approved the said re-appointment and recommended to the members of the Company for their approval.

The Audit Committee and the Board of Directors, while recommending the re-appointment of M/s B S R & Co. LLP, Chartered

Accountants as the Statutory Auditors of the Company, have also taken into consideration, including but not limited to, competency of the audit team, efficiency, overall Audit approach, the credentials of the firm and partners, proven track record, Independence and their eligibility criteria prescribed under the Act.

The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. Accordingly, the Board of Directors of the Company, based on the fee proposal received and on the recommendations of the Audit Committee, has proposed a professional fee of ₹ 82,00,000/- (Rupees Eighty Two Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses at the actuals, if any, to M/s B S R & Co., LLP, Chartered Accountants for FY 2024-25, towards carrying out the Statutory Audit of the Company.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations and other permissible non audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure to such extent as may be mutually agreed with the Statutory Auditors.

M/s B S R & Co. LLP, Chartered Accountants have consented to their re-appointment as Statutory Auditors and have confirmed that if appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the Members.

Item No. 5

In terms of the applicable provisions of the Companies Act, 2013 ('Act') and Rules made thereunder, the shareholders of the Company in their 20th Annual General Meeting ('AGM') held on September 25, 2019, by way of special resolution approved the re-appointment of Mr. Dinesh Chandra Agarwal (DIN:00191800), as Managing Director and Chief Executive Officer of the Company w.e.f. January 08, 2020 and his remuneration. Accordingly, his current tenure is due to expire on January 7, 2025.

Under the leadership of Mr. Dinesh Chandra Agarwal and considering the other key factors as elaborated below, the Company has exhibited a strong performance in its overall operations. The Board in its meeting held on April 5, 2024, based on the recommendations of the Nomination and Remuneration Committee, recommended the re-appointment of Mr. Dinesh Chandra Agarwal as the Managing Director & Chief Executive Officer, post completion of his present term, for a further period of 5 (five) consecutive years

i.e. from January 08, 2025 till January 07, 2030, on the terms and conditions, including the remuneration as hereinafter indicated.

The key factors to be kept in mind in relation to the proposal for the above said re-appointment for the proposed term, on terms and conditions including remuneration are as follows:

- i. Mr. Agarwal, the founder, possess extensive experience in online trade and commerce to IndiaMART through his dynamic leadership, making him an indispensable part of the organization. With his sharp business acumen and strategic planning skills, have played pivotal role in establishing IndiaMART as India's largest online B2B marketplace, facilitating connections between buyers and suppliers such as Small & Medium Enterprises (SMEs), Large Enterprises and individuals. With a deep understanding of the Company's operations and culture, he has been instrumental in steering it towards success since its inception, demonstrating exceptional vision and resilience. His strategic vision and dedication have not only fostered growth but also significantly enhanced the company's market position, achieving remarkable milestones under his astute leadership, consistently witnessing growth. Below are the detailed growth metrics:

(Amount in ₹ Crores')			
Particulars	2019	2024	CAGR
Total Income	533	1,309	20%
EBITDA	80	334	33%
Profit After Tax	13	362	96%

Refer investor presentation for detailed business performance <https://investor.indiamart.com/FinancialResultsStatements.aspx>.

- ii. In the term of his office, the Company has generated cash flow from operations amounting to ₹ 259 Crores in FY 2019 to ₹ 545 Crores in FY 2024 which has enabled extensive expansion and continued growth while maintaining decent return to the investors. The Company has not incurred any debt, during his entire journey of more than 25 years. Furthermore, the Company has maintained consistent sizeable cash balance in its treasury which is being utilized regularly for incentivizing investors as well as for expansion.
- iii. During the tenure of his association with the Company, a significant milestone was achieved wherein the Company got successfully listed with the National Stock Exchange of India Limited and BSE Limited. After the equity shares were listed on the stock exchanges, there was a significant increase in the share price. By March 31, 2024, the share price had gone up to about five times the price at which it was listed originally post giving the effect of bonus issuance.
- iv. Under his mentorship, following the Initial Public Offering (IPO), the Company successfully raised ₹ 1,070 Crores through a Qualified Institutional Placement (QIP). These funds were strategically allocated towards both organic and inorganic growth endeavors, with a targeted focus on investing in companies that synergize with Company's existing business model. Further, the Company also undertook a series of Corporate Actions throughout the years including but not limited to Buyback of Equity Shares consecutively for two financial years and Bonus issue in the ratio of 1:1.

- v. Aligned with his dedication to creating value for stakeholders and his firm belief in sharing the company's prosperity with its shareholders, the Company has upheld a consistent record of issuing dividends. The Company has distributed a total ₹ 147.6 Crores of dividend (inclusive of taxes) to the shareholders between FY 2019 and FY 2024 in addition to ₹ 600 Crores as buyback (₹ 144.4 Crores excluding taxes and buyback expenses) of equity shares of the Company to the shareholders.

- vi. He has been the architect of bringing and retaining the professional talent and leadership essential for the growth of organization while nurturing and grooming the existing in-house talent for leadership roles within the Company. The synergy between the fresh recruits and the existing talent(s) has contributed well to the organization's growth trajectory under their leadership. Throughout his tenure, the Company experienced a notable increase in employee headcount, rising from 2,915 in FY 2019 to 5,384 in FY 2024 (CAGR: 7%), showcasing significant growth.

- vii. He also encourages a strong meritocracy driven culture and implements effective performance management processes with the emphasis on accountability or doing what is right for the Company's short term and long-term sustainable performance. He has driven a culture of Teamwork, Responsibility, Integrity and Passion in the Company. The Company has a strong system for managing performance. Each employee gets evaluated based on their Key Performance Indicators ('KPIs') for the year. Appraisals are linked to both individual performance and company performance. This evaluation process applies to everyone, including the Managing Director and CEO, following the Board approved Nomination and Remuneration Policy.

Further, he is a firm believer of exponential potential of employees and their contribution for the Company. He has spearheaded initiatives to foster wealth creation among the employees while offering the ESOP's/SAR's to large number of deserving employees, thereby aligning employee success with the Company's prosperity.

- viii. Mr. Agarwal, in his role as Managing Director and CEO, has exemplified extraordinary leadership, steering the Company through unprecedented challenges faced during pandemic while consistently achieving remarkable outcomes. Throughout his journey, he had a vision of fostering both organic and inorganic growth strategies for the company's advancement and achieved significant milestones.
- ix. He has also brought a strategic focus for not only organic growth but also for inorganic growth for the Company. The Company has made several investments in various entities as a result of his focus and initiative for inorganic growth.
- x. While focus on consistent growth, he has maintained strong commitment towards ethics and governance. As a result of which, IndiaMART has been recognized as an Ethical and well governed organization and has been consistently recognized by leading institutions such as Institute of Company Secretaries of India where the Company has been conferred

with Certificates of Appreciation for two consecutive years, reflecting its commitment to high standards of governance and ethical practices.

- xi. The Company, during his tenure, has also won numerous awards and recognitions, the details of which can be accessed at Company's website at https://investor.indiamart.com/Awards_Recognitions.aspx.

He has also won awards such as "The Digital Person of the Year" at the 10th India Digital Awards, "Entrepreneur of The Year at Dun & Bradstreet Business Excellence Awards 2022" etc., the details of which can be accessed at Company's website at https://investor.indiamart.com/Awards_Recognitions.aspx.

- xii. The Company has adopted an Environmental, Social, and Governance ('ESG') compliant approach and is in the process of assessing its operations impact on ESG. Under the leadership of Mr. Agarwal, the Company has embraced ESG culture from its early stages. IndiaMART is committed to promoting sustainability through its ESG initiatives, striving to educate buyers about the importance of sustainable products. While specific commitments, goals, and targets are yet to be established, the Company advocates for green products to encourage a more sustainable lifestyle. For further details on our ESG initiatives, please refer to the ESG section of the Annual Report for FY 24.
- xiii. Considering the responsibilities shouldered by him, the above revised remuneration structure is commensurate with the size, turnover and profitability of the Company. Further, the Company has not been granting any ESOP/SAR to him nor he is receiving any remuneration from any of the Subsidiary or other group Company or in any other form. He is also not drawing any sitting fees for attending the Board and/or Committee meetings of the Company. Further, there are no claw-back provisions in his remuneration structure.
- xiv. The Company's philosophy is to ensure that the annual salary increments for managerial remuneration are in line with the average increases for all employees. The annual salary increments for managerial remuneration have always been either lower or equal to the average remuneration increase across the company, unless there are exceptional circumstances. Infact during the pandemic, the deductions in the managerial remuneration were higher than the deduction in the salary's of employees.

In terms of Section 197 of the Act read with rules made thereunder, the remuneration payable to anyone managing director or whole-time director shall not exceed 5% of the net profits (calculated in accordance with Section 198 of the Act) of the Company without the approval of shareholders by way of special resolution. However, if there is more than one such director, remuneration can go up to 10% of the net profits of the Company for all such directors taken together. The Company currently has only two Executive Directors i.e. Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal. The remuneration payable to them is well within the limits prescribed under the applicable law.

The broad terms and conditions of the proposed re-appointment and remuneration to Mr. Dinesh Chandra Agarwal as Managing Director and Chief Executive Officer are mentioned below:

A. REMUNERATION (Effective from January 08, 2025 till January 07, 2030)

1. Terms of Appointment: With effect from January 08, 2025 till January 07, 2030.

2. Total Compensation: ₹ 7,80,50,544/- (Rupees Seven Crore Eighty Lakhs Fifty Thousand Five Hundred and Forty Four Only), for the financial year 2024-25 which may vary with the change in Performance Linked Variable Compensation, as may be decided by the Board. The total compensation payable to him is divided into the following heads:

a) Fixed Compensation: ₹ 5,46,35,376/- (Rupees Five Crore Forty Six Lakhs Thirty Five Thousand Three Hundred Seventy Six Only) per annum which includes:

- i. Basic Salary: 50% of Fixed Compensation
- ii. Allowances: Costs of allowances includes:
 - House Rent Allowance: 20% of the Fixed Compensation
 - Executive Allowance: 20% of the Fixed Compensation
 - Travelling Allowance: 10% of the Fixed Compensation

b) Performance Linked Variable Compensation (PLVC): ₹ 2,34,15,168/- (Rupees Two Crore Thirty Four Lakhs Fifteen Thousand One Hundred and Sixty Eight only) per annum.

The PLVC amount shall be measured and decided by the Board within the parameters and on the basis of his Annual Balance Score Card (BSC) upto 150 per cent of the PLVC mentioned above.

c) Flexible Compensation: In addition to the Fixed Compensation and PLVC, he shall be entitled to the following perquisites, benefits, facilities and amenities as per rules of the Company upto ₹ 16,29,320/- (Rupees Sixteen Lakhs Twenty Nine Thousand Three Hundred and Twenty Only) per annum, in case it exceeds ₹ 16,29,320/- (Rupees Sixteen Lakhs Twenty Nine Thousand Three Hundred and Twenty Only), such excess will be reduced from the fixed compensation:

Perquisites/ Benefits/Facilities and Amenities:

Mr. Dinesh Chandra Agarwal shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company) such as the benefit of the Company's furnished

accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car, driver and telephone at residence or reimbursement of expenses in lieu thereof medical reimbursement, leave travel concession, education benefits, provident fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with Company Policies.

'Fixed Compensation', 'PLVC' and 'Flexible Compensation' will be subject to revision by the Board annually.

The amount forming a part of Fixed and Flexible compensation payable to Mr. Dinesh Chandra Agarwal may be inter changed, in whole or in part, within the overall limits of such compensations as approved above.

3. **Commission:** In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard) may also be paid to him.
4. **Annual Increments:** Annual increment of upto 15% in every financial year over his last drawn remuneration during the period of 5 years of his tenure as stated above.

B. MINIMUM REMUNERATION: At present the Company achieves adequate profits in terms of Section 198 of Companies Act, 2013 (the Act), i.e. the total managerial remuneration payable by a public company, to its directors, including managing director, whole time director and its manager in respect of any financial year shall not exceed eleven percent of the net profit of that Company for that financial year computed in the manner laid down in Section 198 of the Act except that the remuneration of the Directors shall not be deducted from the gross profits.

Provided that the Company in general meeting may authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V of the Act.

Notwithstanding anything to the contrary herein contained, where in any financial year during the current of tenure of Mr. Dinesh Chandra Agarwal, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites and other allowances as specified above, subject to further approvals if required under Schedule V of the Act, or any medication(s) thereto.

In terms of the applicable provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company received requisite declarations/disclosures from Mr. Dinesh Chandra Agarwal that (i) he is not disqualified to become a Director; (ii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iii) a notice under Section 160 of the Act proposing his candidature as

Director of the Company and all other necessary information/ declarations. He also satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his re-appointment.

The brief profile, nature of his experience and expertise, names of companies in which he holds directorship and Chairmanships/ membership of Board Committees, shareholding and relationship with directors inter-se is given in **Annexure-A** to this notice, as per Secretarial Standard on General Meeting (SS-2) and Regulation 36(3) SEBI Listing Regulations are forming part of Explanatory Statement.

In accordance with the provisions of Section(s) 196, 197 and other applicable provisions of the Act, read with Schedule V of the said Act, the proposed re-appointment and the terms of remuneration to Mr. Dinesh Chandra Agarwal requires approval of members by way of a Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel, except Mr. Dinesh Chandra Agarwal and his relatives including Mr. Brijesh Kumar Agrawal, are in anyway concerned or interested in the resolution set out as Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the notice for approval by the Members.

Item No. 6

In terms of the applicable provisions of the Companies Act, 2013 ('Act') and Rules made thereunder, the shareholders of the Company in their 20th Annual General Meeting ('AGM') held on September 25, 2019, by way of special resolution approved the re-appointment of

Mr. Brijesh Kumar Agrawal (DIN:00191760), as Whole-time Director of the Company w.e.f. January 08, 2020 and his remuneration. Accordingly, his current tenure is due to expire on January 7, 2025.

Under the leadership of Mr. Brijesh Kumar Agrawal and considering the other key factors as elaborated below, the Company has exhibited a strong performance in its overall operations. The Board, in its meeting held on April 5, 2024, the Nomination and Remuneration Committee based on the recommendations of the re-appointment of Mr. Brijesh Kumar Agrawal as the Whole-time Director, post completion of his present term, for a further period of 5 (five) consecutive years i.e. from January 08, 2025 till January 07, 2030, on the terms and conditions, including the remuneration as hereinafter indicated.

The key factors to be kept in mind in relation to the proposal for the above said reappointment for the proposed term, on the terms and conditions including remuneration are as follows:

- i. Mr. Brijesh Kumar Agrawal, the co-founder, brings extensive experience & leadership in the realm of Online Marketplaces, SaaS and MSMEs, to IndiaMART, making him an indispensable part of the organization. He has been instrumental in building company's operations, culture and steering it towards success since its inception, demonstrating exceptional vision and resilience. His strategic vision and dedication have not

only fostered growth but also significantly enhanced the company's market position, achieving remarkable milestones under his leadership.

The Company has demonstrated strong performance over the past five years. Below are some of the growth metrics:

Particulars	(Amount in ₹ Crores)		
	2019	2024	CAGR
Total Income	533	1,309	20%
EBITDA	80	334	33%
Profit After Tax	13	362	96%

Refer investor presentation for detailed business performance (<https://investor.indiamart.com/FinancialResultsStatements.aspx>).

- ii. In the term of his office, the Company has generated a cash flow from operations amounting to Rs. 259 Crores in FY 2019 to Rs. 545 Crores in FY 2024 which has enabled extensive expansion and continued growth while maintaining good returns to the investors. The Company has not incurred any debt, during his entire journey of more than 25 years.
- iii. During his tenure, a major milestone was achieved wherein the Company got successfully listed with the National Stock Exchange of India Limited and BSE Limited. After the equity shares were listed on the stock exchanges, there was a significant increase in the share price. By March 31, 2024, the share price had gone up to about five times the price at which it was listed originally post giving the effect of bonus issuance.
- iv. Under his mentorship, following the Initial Public Offering (IPO), the Company successfully raised Rs. 1,070 Crores through a Qualified Institutional Placement (QIP). These funds were strategically allocated towards both organic and inorganic growth endeavors, with a targeted focus on investing in companies that synergize with our existing business model. Further, the Company also undertook a series of Corporate Actions throughout the years including but not limited to Buyback of Equity Shares consecutively for two financial years and Bonus issue in the ratio of 1:1.
- v. Aligned with his firm belief in creating value for stakeholders and sharing the company's prosperity with its shareholders, the Company has upheld a consistent record of issuing dividends. The Company has distributed a total Rs. 147.6 Crores of dividend (inclusive of taxes) to the shareholders between FY 2019 and FY 2024 in addition to Rs. 744.4 Crores as buyback (including taxes and buyback expenses) of equity shares of the Company to the shareholders.
- vi. He has been the architect of bringing and retaining professional talent and leadership essential for the growth of organization while nurturing and grooming the existing in-house talent for leadership roles within the Company. The synergy between the fresh recruits and the existing talent(s) has contributed well to the organization's growth trajectory under his leadership. Throughout his tenure, the Company experienced a notable increase in employee headcount, rising from 2,915 in FY 2019 to 5,384 in FY 2024 (CAGR: 7%), showcasing significant growth.

vii. He plays a pivotal role in aligning individuals and has sparked inspiration in numerous professionals, empowering them to excel in their respective roles in within the Company. Each employee gets evaluated based on their Key Performance Indicators ('KPIs') for the year. Appraisals are linked to both individual performance and company performance. This evaluation process applies to everyone, including the Whole-time Director, following the Board-approved Nomination and Remuneration Policy.

viii. In his role as Whole-time Director, he has demonstrated extraordinary leadership, steering the Company through unprecedented challenges faced during pandemic while consistently achieving growth. Throughout his journey, he had a vision of fostering both organic and inorganic growth strategies for the company's advancement and achieved significant milestones.

ix. He has also brought a focus on organic as well as inorganic growth for the Company. The Company has made several investments and an acquisition for inorganic growth. One of such acquisition is Busy Infotech Private Limited ('BUSY') a wholly subsidiary of the Company which is one of the leading accounting software company.

Under his capacity as Managing Director and Chief Executive Officer in BUSY, within two years of acquisition, BUSY has undergone a remarkable transformation, establishing itself as one of India's fastest growing accounting software companies.

Particulars	(Amount in ₹ Crores)		
	2022	2024	CAGR
Revenue	35.38	53.34	23%
PAT	8.16	10.70	15%
Net Billing	41.65	69.55	29%

x. The Company has adopted an Environmental, Social, and Governance ('ESG') compliant approach and is in the process of assessing its operations impact on ESG factors. Under his guidance, the Company has embraced an ESG-centric culture from its early stages. He acts as a mentor for the execution and monitoring of the Company's Corporate Social Responsibility ('CSR') initiatives.

Under his stewardship, the Company has pursued multiple socially impactful programs towards the welfare and sustainable development of the community. He is the driving force behind the strategic alignment of CSR initiatives, reflecting his unwavering dedication to community welfare. For further details on CSR Activities undertaken by the Company, please refer to the Annual Report on Corporate Social Responsibility annexed to the Board's Report.

xi. He exhibits a pronounced focus on the social dimension of the Company and plays an active role in fulfilling its corporate social commitments. As a result of which, IndiaMART won "Certificate of Recognition" for excellence in Corporate Social Responsibility at 7th Edition of the ICSI National Awards, reflecting its Social commitment towards the society.

- xii. The Company, during his tenure, has also won numerous awards and recognitions, the details of which can be accessed at Company's website at https://investor.indiamart.com/Awards_Recognitions.aspx
- xiii. Considering the responsibilities shouldered by him, the above revised remuneration structure is commensurate with the size, turnover and profitability of the Company. Further, the Company has not been granting any ESOP/SAR to him nor he is receiving any remuneration from any of the Subsidiary or other group Company or in any other form. He is also not drawing any sitting fee for attending the Board and/or Committee meetings of the Company. Further, there are no claw-back provisions in his remuneration structure.
- xiv. The Company's philosophy is to ensure that the annual salary increments for managerial remuneration is in line with the average increases for all employees. The annual salary increments for managerial remuneration have always been either lower or equal to the average remuneration increase across the Company, unless there are exceptional circumstances. Infact during the pandemic, the deductions in the managerial remuneration were higher than the deduction in the salaries of employees.

In terms of Section 197 of the Act read with rules made thereunder, the remuneration payable to any managing director or whole-time director shall not exceed 5% of the net profits (calculated in accordance with Section 198 of the Act) of the Company without the approval of shareholders by way of special resolution. However, if there is more than one such director, remuneration can go up to 10% of the net profits of the Company for all such directors taken together. The Company currently has only two Executive Directors i.e. Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal. The remuneration payable to them is well within the limits prescribed under the applicable law.

The broad terms and conditions of the proposed re-appointment and remuneration to Mr. Brijesh Kumar Agrawal as Whole-time Director are mentioned below:

1. **Term of Appointment:** With effect from January 08, 2025 till January 07, 2030. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his re-appointment on retirement by rotation will not break his length of service as Whole-Time Director.
2. **Total Compensation:** ₹ 5,65,71,636/- (Rupees Five Crore Sixty Five Lakhs Seventy One Thousand Six Hundred and Thirty Six Only), for the financial year 2024-25 which may vary with the change in Performance Linked Variable Compensation, as may be decided by the Board. The total compensation payable to him is divided into the following heads:
 - a) **Fixed Compensation:** ₹ 3,96,00,144/- (Rupees Three Crore Ninety Six Lakhs One Hundred and Forty Four Only) per annum which includes:
 - i. Basic Salary: 50% of Fixed Compensation

- ii. Allowances: Costs of allowances includes:
 - House Rent Allowance: 20% of the Fixed Compensation
 - Executive Allowance: 20% of the Fixed Compensation
 - Travelling Allowance: 10% of the Fixed Compensation

b) Performance Linked Variable Compensation ('PLVC'): ₹ 1,69,71,492/- (Rupees One Crore Sixty Nine Lakhs Seventy One Thousand Four Hundred and Ninety Two only) per annum.

The PLVC amount shall be measured and decided by the Board within the parameters and on the basis of his Annual Balance Score Card (BSC) upto 150 per cent of the PLVC mentioned above.

c) Flexible Compensation: In addition to the Fixed Compensation and PLVC, he shall be entitled to the following perquisites, benefits, facilities and amenities as per rules of the Company upto ₹ 16,29,320/- (Rupees Sixteen Lakhs Twenty Nine Thousand Three Hundred and Twenty Only) per annum, in case it exceeds ₹ 16,29,320/- (Rupees Sixteen Lakhs Twenty Nine Thousand Three Hundred and Twenty Only), such excess will be reduced from the fixed compensation:

Perquisites/ Benefits/Facilities and Amenities:

Mr. Brijesh Kumar Agrawal shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company) such as the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car, driver and telephone at residence or reimbursement of expenses in lieu thereof medical reimbursement, leave travel concession, education benefits, provident fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with Company Policies.

Fixed Compensation and PLVC and Flexible Compensation will be subject to revision by the Board annually.

The amount forming a part of Fixed and Flexible compensation payable to Mr. Brijesh Kumar Agrawal may be inter changed, in whole or in part, within the overall limits of such compensations as approved above.

3. Commission: In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard) may also be paid to him.

4. **Annual Increments:** Annual increment of upto 15% in every financial year over his last drawn remuneration during the period of 5 years of his tenure as stated above.

B. MINIMUM REMUNERATION:

At present the Company achieves adequate profits in terms of Section 198 of Companies Act, 2013 (the Act), i.e. The total managerial remuneration payable by a public company, to its directors, including managing director, whole time director and its manager in respect of any financial year shall not exceed eleven percent of the net profit of that Company for that financial year computed in the manner laid down in Section 198 of the Act except that the remuneration of the Directors shall not be deducted from the gross profits.

Provided that the Company in general meeting may authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V of the Act.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Brijesh Kumar Agrawal, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites and other allowances as specified above, subject to further approvals if required under Schedule V of the Act, or any modification(s) thereto.

In terms of the applicable provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company received requisite declarations/disclosures from Mr. Brijesh Kumar Agrawal that (i) he is not disqualified to become a Director; (ii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iii) a notice under Section 160 of the Act proposing his candidature as Director of the Company and all other necessary information/declarations. He also satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his re-appointment.

The brief profile, nature of his experience and expertise, names of companies in which he holds directorship and Chairmanships/membership of Board Committees, shareholding and relationship with directors inter-se is given in **Annexure-A** to this notice, as per Secretarial Standard on General Meeting (SS-2) and Regulation 36(3) Listing Regulations are forming part of Explanatory Statement.

In accordance with the provisions of Section(s) 196, 197 and other applicable provisions of the Act, read with Schedule V of the said Act, the proposed re-appointment and the terms of remuneration to Mr. Brijesh Kumar Agrawal requires approval of members by way of a Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel, except Mr. Brijesh Kumar Agrawal

and his relatives including Mr. Dinesh Chandra Agarwal, are in anyway concerned or interested in the resolution set out as Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the notice for approval by the Members.

Item No. 7

The provisions of Section 188(1)(f) of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rule, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) governs the related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company.

The Board of Directors of the Company at their meeting held on October 27, 2023, approved the appointment of Mr. Bharat Agarwal, son of Mr. Dinesh Chandra Agarwal, Managing Director and Chief Executive Officer of the Company, as an Assistant Vice President, Finance & Strategy, on a monthly remuneration of ₹ 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) on such terms, conditions and other benefits as may be applicable as per the policies of the Company from time to time amounting to holding office or place of profit in the Company. The Audit Committee in its meeting held earlier on October 26, 2023 also approved the above said appointment of Mr. Bharat Agarwal to the office or place of profit, being a related party transaction.

Mr. Bharat Agarwal has a Bachelor's degree of Science from Prudue University, U.S and has done multiple majors in Finance, Accounting, Business Administration and Supply Chain Information & Analytics. He completed his schooling from Modern School, New Delhi. He had a working experience of 3 years with PayPal Inc, U.S.

Further, considering his qualification, skills, knowledge, performance & expertise in his role, the Board of Directors at their meeting held on April 5, 2024 and Audit Committee vide circular resolution passed on April 11, 2024, approved and recommended revision in the current remuneration drawn by Mr. Bharat Agarwal from a monthly remuneration of ₹ 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) to ₹ 5,00,000/- (Rupees Five Lakhs Only) to on such terms, conditions and other benefits/facilities in accordance with the applicable policies of the Company subject to approval of the shareholders of the Company at the ensuing General Meeting.

Since, the proposed revision in the monthly remuneration of Mr. Bharat Agarwal exceeds the prescribed limits, approval of the members is sought in accordance with Section 188 (f) of the Act.

Except Mr. Dinesh Chandra Agarwal, none of the other Director, Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the notice for approval by the Members.

ANNEXURE A

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be re-appointed:

Name of the Director	Mr. Dinesh Chandra Agarwal	Mr. Brijesh Kumar Agrawal
Date of Birth & Age	February 19, 1969 55 Years	September 16, 1976 47 Years
Qualifications	He studied at Maharaja Agrasen Vidyalaya Inter College, Lucknow and acquired his B.Tech engineering degree with a specialization in computer science from the Harcourt Butler Technological Institute, Kanpur.	He holds a master's degree in management Science from University of Lucknow and a Post-graduate Diploma in business management from Northern Institute for Integrated Learning in Management, New Delhi.
Terms and Conditions of appointment/ re-appointment	Managing Director and Chief Executive Officer, not liable to retire by rotation.	Whole-time Director, liable to retire by rotation.
Details of Remuneration sought to be paid	The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.	
Last Remuneration drawn (Per Annum)	As mentioned in the Corporate Governance Report which forms part of the Annual Report for FY 2023-24.	
Experience & Expertise	He has ~33 years of Industry experience in the field of Industry, Business and Corporate Management, having worked with Hindustan Management and Technical Services Private Limited, HCL America, Inc., HCL Limited, HCL Hewlett-Packard Limited, Centre for Development of Telematics (C-Dot) and CMC Limited. He has led various revolutionary ideas to promote and help Indian SMEs worldwide and has raised voice on multiple concerns like GST, taxation, infrastructure, power, technology, etc. He is a prolific investor and has invested in a large number of start-ups. He is a Member of the Governing Council of Internet and Mobile Association of India (IAMAI) from 2015 till present. From 2017, he has also been actively associated with the Indus Entrepreneur (TiE) and serves on the Advisory Committee of Amity International Business School.	He has ~29 years of experience in the field of internet, networking and systems development. Previously, he worked with H N Miebach Logistics India Private Limited. He is a charter member of The Indus Entrepreneurs (TiE), a global network of entrepreneurs and professionals.
Date of first appointment on the Board	He was first appointed to our Board on September 13, 1999 and was subsequently re-appointed on September 25, 2019.	He was first appointed to our Board on September 13, 1999 and was subsequently re-appointed on September 25, 2019.
No. of equity shares held in the Company* (including shareholding as beneficial owner)	1,68,27,523 equity shares	1,14,03,046 equity shares
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal are cousin brothers.	Mr. Brijesh Kumar Agrawal and Mr. Dinesh Chandra Agarwal are cousin brothers.
Number of Board Meetings attended during FY 2024	Four (4)	

Other Directorships, Membership/ Chairmanship of Committees of other Boards*	Directorship in the following Companies: a) IB MonotaRO Private Limited Committee Positions in the other Companies: Nil	Directorship in the following Companies: a) Tolexo Online Private Limited b) Busy Infotech Private Limited c) Mynd Solutions Private Limited Committee Positions in the other Companies:						
		<table border="1"> <thead> <tr> <th data-bbox="1007 398 1166 488">Name of the Company</th> <th data-bbox="1166 398 1326 488">Name of the Committee</th> <th data-bbox="1326 398 1493 488">Position held (Chairman/ Member)</th> </tr> </thead> <tbody> <tr> <td data-bbox="1007 488 1166 629">Busy Infotech Private Limited</td> <td data-bbox="1166 488 1326 629">Corporate Social Responsibility Committee</td> <td data-bbox="1326 488 1493 629">Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Position held (Chairman/ Member)	Busy Infotech Private Limited	Corporate Social Responsibility Committee	Member
Name of the Company	Name of the Committee	Position held (Chairman/ Member)						
Busy Infotech Private Limited	Corporate Social Responsibility Committee	Member						
Listed entities from which the Director has resigned in the past three years	None							

*As on March 31, 2024.