



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 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth (26th) Annual General Meeting ('AGM') of the member(s) of **IndiaMART InterMESH Limited** ('the Company') will be held on Monday, June 16, 2025 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 Subash 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, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Rs. 30/- per equity share for FY 2024-25 and a special dividend of Rs. 20/- per equity share aggregating to total dividend of Rs. 50/- per equity share.
3. To appoint a director in place of Mr. Dhruv Prakash (DIN: 05124958), who retires by rotation and being eligible, offers himself for re-appointment and his term would be upto 27th AGM.

SPECIAL BUSINESSES:

4. Appointment of M/s. RMG & Associates, Company Secretaries as Secretarial 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 204 of the Companies Act, 2013 read with the rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and any other circulars issued by SEBI from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company,

M/s RMG & Associates, Company Secretaries (Firm Registration No: P2001DE016100 and Peer Review Certificate no. 6403/2025) be and are hereby appointed as the Secretarial Auditors of the Company to hold office for a first term of five consecutive years from the conclusion of 26th Annual General Meeting ('AGM') until the conclusion of the 31st AGM of the Company at such professional fees and re-imbursement of out of pocket expenses, if any, in each financial year, as mutually agreed between the Board of Directors or any of its Committee(s) and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board or any of its committee(s) 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."

5. To re-appoint Ms. Pallavi Dinodia Gupta (DIN: 06566637), as an Independent Director of the Company.

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, recommendations of the Nomination and Remuneration Committee of the Company and the Board of Directors of the Company, Ms. Pallavi Dinodia Gupta (DIN: 06566637), who was appointed as an Independent Director of the Company for a term of 3 (three) consecutive years upto October 19, 2025 and who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term for a period of 5 (Five) consecutive years w.e.f. October 20, 2025 to October 19, 2030.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee of Directors and / or any person, to give effect to the above resolution."

6. To appoint Mr. Sandeep Kumar Barasia, (DIN: 01432123) as an Independent Director of the Company

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 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, recommendations of the Nomination and Remuneration Committee of the Company and Board of Directors of the Company, Mr. Sandeep Kumar Barasia, (DIN: 01432123), who was appointed as an Additional Director (in the category of Independent Director) of the Company w.e.f. April 29, 2025 and who holds office upto the date of next General

Meeting of the Company in terms of Section 161 of the Act or upto three months from the date of appointment, whichever is earlier in terms of Listing Regulations and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years not liable to retire by rotation, w.e.f. April 29, 2025 till April 28, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee of Directors and/ or any person, to give effect to the above resolution."

By Order of the Board of
IndiaMART InterMESH Limited

Manoj Bhargava
Company Secretary
Membership No.- F 5164

Date: April 29, 2025
Place: Noida

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 ('MCA Circulars') and the circulars issued by the Securities and Exchange Board of India (MCA Circular and SEBI Circular collectively referred as 'Circulars') permitted holding of Annual General Meetings 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 26th 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 Explanatory Statement, pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act') read with Regulation 17(11) of Listing Regulations, setting out the material facts and reasons, in respect of Item No. 4, 5 and 6 of this Notice is annexed herewith. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking appointment/re-appointment are also annexed hereto and forms part of the 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 M/s. Chandrasekaran Associates, Company Secretaries, Secretarial Auditors of the Company for the FY 2024-25 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 2025 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 2025 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 2025 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 16, 2025.

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 Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/72 dated June 08, 2023, advised RTAs of Company to set up a user-friendly online mechanism or portal for service requests/complaints. Pursuant to said circular, the Company's RTA launched an Investor Self-Service Portal, designed exclusively for the Investors named 'SWAYAM' (<https://swayam.linkintime.co.in>). 'SWAYAM' is a secure, user-friendly web-based application, developed by the Company's RTA, that empowers shareholders to effortlessly access various services. Shareholders may register on the aforesaid portal to avail the services.
 13. 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 - MUFG Intime India Private Limited 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.
 14. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/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 July 31, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to the said circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at https://investor.indiamart.com/online_dispute_resolution.aspx.
 15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the same can be done by submitting Form ISR-3 or SH-14 as the case may be. The said forms 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.
 16. 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.
 17. The dividend, as recommended by the Board of Directors of the Company in its meeting held on Tuesday, April 29, 2025, (final dividend of Rs. 30/- per equity share for FY 2024-25 and a special dividend of Rs. 20/- per equity share aggregating to total dividend of Rs. 50/- per equity share, 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 6, 2025, 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 6, 2025.
- Pursuant to the relevant provisions of Income Tax Act, 1961 as amended by Finance Act, 2020 ('IT Act'), dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates under the IT Act. The shareholders are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participant(s).
- 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 6, 2025. 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 tax under Section 194 of the IT Act, can submit duly signed declaration along with other documents as sought separately 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 6, 2025.

Shareholders are requested to note that in case their PAN is not registered or invalid or inoperative, the tax will be deducted at a higher rate of 20%.

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 IT Act in 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 6, 2025.

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 6, 2025.

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.

18. 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.

19. For the members holding shares in demat mode, please update your Electronic Bank Mandate through your DPs.
20. All correspondence should be addressed to the RTA of the Company viz. MUFG 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@in.mpms.mufg.com.
21. 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:

22. 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 Wednesday, June 11, 2025 (09:00 a.m. IST) and ends on Sunday, June 15, 2025 (05:00 p.m. IST). During this period, members holding shares in dematerialized form as on the cut-off date i.e., Monday, June 9, 2025, 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.

Step 1: Access to NSDL e-voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:


Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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.

If you are not registered, follow the below steps:

- a) Option to register is available at <https://eservices.nsdl.com>.
- b) Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> 4
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

 App Store

 Google Play



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.

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.co.in 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. 1800-21-09911.

Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- 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.
 - Physical User Reset Password (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
- C) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- D) After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.
- E) Now, you will have to click on **"Login"** button.
- F) 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"**.

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:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@indiamart.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for Remote E-voting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

A. 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@dpvassociates.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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. 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 Frequently Asked Questions (FAQs) for Members who need assistance and E-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 022 - 4886 7000 or send a request at evoting@nsdl.com, who will address the grievances related to electronic voting.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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:

1. 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 26th 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. Monday, June 16, 2025.

By Order of the Board of
IndiaMART InterMESH Limited

Manoj Bhargava

Company Secretary
Membership No.- F 5164

Date: April 29, 2025
Place: Noida

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

Item No. 4

In terms of the amended provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act'), the Company can appoint or reappoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting. Further, a person/partner of the firm eligible for appointment/re-appointed as a Secretarial Auditors shall be Peer Reviewed Company Secretary.

Pursuant to the provisions of Sections 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulations, 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 in its meeting held on April 29, 2025, after due deliberations and discussions on the expertise, experience, recommended to the Board of Directors of the Company, appointment of M/s RMG & Associates, Company Secretaries, (Firm Registration No: P2001DE016100, Peer Review Certificate no. 6403/2025) as Secretarial Auditors of the Company for a First term of five consecutive years from the conclusion of 26th Annual General Meeting ('AGM') until the conclusion of the 31st AGM of the Company at such professional fees and applicable taxes and re-imbursement of out of pocket expenses, if any, in each financial year, as mutually agreed between the Board of Directors/any of its Committee(s) and the Secretarial Auditors of the Company.

M/s RMG & Associates, Company Secretaries, is a Company Secretaries Firm with having experience of 24 years, based at New Delhi and having branch office at Gurugram (Haryana) and various affiliates across other metropolitan cities of India. They have the professional expertise in dealing with all kinds of Corporate Secretarial, Foreign Exchange Laws (FEMA & R.B.I. Regulations/Approvals), Corporate Advisory (Incorporation of Companies, Infusing Foreign Equity, Government Approvals etc.), Regulatory Issues and such other Allied & Legal matters. The firm rests on its strong and professional leadership that has an in-depth understanding of key business drivers. The firm is also an ISO 9001:2015 certified firm for its quality of professional service.

The Audit Committee and the Board of Directors, while recommending the appointment of M/s RMG & Associates, Company Secretaries as the Secretarial 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 and Listing Regulations.

The remuneration proposed to be paid to the Secretarial Auditors shall be commensurate with the services to be rendered by them during the said tenure and is based on the knowledge, expertise, industry experience, time and efforts required to be put by them. 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 Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at the actuals, if any, to M/s RMG & Associates, Company Secretaries for FY 2025-26, towards carrying out the Secretarial Audit of the Company.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the secretarial 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 Secretarial Auditors for the remaining part of the tenure to such extent as may be mutually agreed with the Secretarial Auditors.

M/s RMG & Associates, Company Secretaries have consented to their appointment as Secretarial Auditors and have confirmed that if appointed, their appointment will be accordance with Section 204 read with Regulation 24A of Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

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

The shareholders of the Company through Postal Ballot approved the appointment of Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director of the Company, not liable to retire by rotation, w.e.f. October 20, 2022 to hold office for a term of 3 (three) consecutive years i.e. upto October 19 2025 in terms of Section 149 of the Companies Act, 2013 (the 'Act').

Pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Ms. Gupta is eligible for re-appointment as an Independent Director of the Company for a second term for a period of upto five (5) consecutive years on passing of special resolution by the shareholders of the Company.

Ms. Gupta is a graduate from Lady Sriram College and has her degree in Law from Delhi University and Chartered Accountancy from the Institute of Chartered Accountants of India ('ICAI'). She brings over more than 23 years of extensive experience in finance, taxation, corporate advisory and leadership.

She is a partner with M/s S. R. Dinodia & Co. LLP, which is one of the leading tax consultant firm, rendering the consultancy including the tax audit of the Company. Her proficiency in taxation,

transfer pricing, and financial structuring is well recognized in the industry. Additionally, she has an experience serving as an Independent Director on the boards and board committees of publicly listed companies and international organizations. Her experience extends to serving as the Chairperson of APAC Region and as a key member of the global governing council for MGI Worldwide – one of the largest global networks of accounting, audit and taxation firms and International Fiscal Association. She is also a Co-Chairperson in Direct Tax Committee, PHD Chamber of Commerce and Industry ('PHDCCI').

She also holds the following certifications:

- i. Diploma in Information Systems Audit by Institute of Chartered Accountants of India ('ICAI')
- ii. Diploma in International Tax by ICAI
- iii. Global Entrepreneurship Programme- Columbia University, Columbia Business School, USA
- iv. Women Excel on Boards Programme - Shiv Nadar University, India

Further, her contributions to the field of taxation have been widely acknowledged, as evidenced by her recognition as one of the "World's Leading Tax Controversy Practitioners" by International Tax Review (ITR) for tenth year running in 2025 and Ranked by ITR as "Highly Regarded" in Indian Tax Jurisdiction for Tax and Transfer Pricing for the year 2025.

Based on the reports of performance evaluation, during her tenure as an Independent Director of the Company over the last three (3) years, Ms. Gupta has discharged her duties, roles and responsibilities and contributed immensely to the Board and its Committee deliberations.

Keeping in view knowledge, acumen, expertise, experience, positive attributes, substantial contribution of Ms. Gupta and pursuant to the provisions of the Act and Rules made thereunder, Listing Regulations, Nomination and Remuneration Policy of the Company, declaration of Independence, on the basis of performance evaluation, and based on the recommendations of Nomination and Remuneration Committee (the 'NRC'), the Board of Directors in its meeting held on April 29, 2025 had recommended to the shareholders of the Company, the re appointment of Ms. Gupta as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of 5 (five) consecutive years w.e.f. October 20, 2025 to October 19, 2030 subject to the approval of shareholders of the Company.

The Board has received requisite disclosures/declarations from Ms. Gupta (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become Director; (iv) declaration that she is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1) (b) and Regulation 25(8) of Listing Regulations and assessed the veracity of the same; (vi) notice u/s 160 of the Act proposing her candidature as an Independent Director of the Company and all other necessary information/documents/declarations. Further,

Ms. Gupta has registered herself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

The Company has obtained a certificate from Shreyansh Jain & Associates, Practising Company Secretaries, (Peer Review No. 3639/2023), confirming that Ms. Gupta is not debarred by SEBI order or any other such authority from being appointed as a Director of the Company.

She shall be paid the sitting fees for attending meetings of the Board or any Committee thereof as may be decided by the Board.

Rationale for the re-appointment of Ms. Gupta:

- Her diverse academic background and professional expertise make her a valuable asset to the Board. She brings deep domain knowledge and strategic insights to the Board.
- Her leadership and governance experience helps the Company in ensuring robust corporate governance practices.
- Her international exposure further strengthens her ability to contribute to global best practices in governance and compliance.
- This re-appointment to the Board will be an invaluable input to the Company's strategic decision making and drive the expansion of business operations.

In the opinion of the NRC and the Board, Ms. Gupta possesses experience, knowledge, positive attributes and skills and fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and that she is independent of the management and her association as an Independent Director will immensely benefit the Company.

Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution for the appointment of Ms. Gupta as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for another term for a period of 5 (five) consecutive years with effect from October 20, 2025 to October 19, 2030.

The terms and conditions of the appointment of Ms. Gupta will be available electronically for inspection by shareholders as per details mentioned in the notes to this Notice.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('SS-2'), brief profile and other details of Ms. Gupta is provided in Annexure-A to this Notice.

No Director, Key Managerial Personnel or their relatives except Ms. Gupta to whom the resolution relates are, in any way, concerned or interested, financial or otherwise in this resolution.

The Board recommends the resolution set out in Item No. 5 for approval by the shareholders by way of a **Special Resolution**.

Item No. 6:

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the

Nomination and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee (the 'NRC'), the Board of Directors in its meeting held on Tuesday, April 29, 2025 had appointed Mr. Sandeep Kumar Barasia, (DIN: 01432123) as an Additional Director (under the category of Non- Executive Independent Director) of the Company, not liable to retire by rotation, to hold office for a period of 3 (three) consecutive years with effect from April 29, 2025 to April 28, 2028, subject to the approval of the members of the Company.

Mr. Sandeep Barasia holds a degree of Master of Business Administration from London Business School and Bachelor's degree in Commerce in International Business and Economics from Bond University, Australia. He is pursuing an Advanced Management Programme from Harvard Business School which will be completed in May, 2025.

With 30+ years of experience, he has built a distinguished career spanning consulting, consumer tech businesses, hospitality and entrepreneurship both in India and abroad. He also served as an Executive Director on the Board of Delhivery Limited and was the Company's Chief Business Officer. During his tenure, he was instrumental in scaling Delhivery's revenue from under \$20M in revenue in 2015 to over \$1B by 2024. He also spearheaded over \$1.5B in fund raising for the Company, its public offer of shares in 2022 and drove strategic corporate development initiatives. As CBO, he oversaw sales and adjacent business verticals while closely collaborating with the Founder and CEO on long-term strategic planning.

Prior to Delhivery, he was also a Partner at Bain & Company, specializing in the consumer sector. He also founded the Bain Capability Network, which enabled Bain's expansion into India and has since become one of the firm's most successful global adjacencies.

Currently, he is External Advisor to Bain. He serves as an Independent Director on the Board of EIH Associated Hotels (Oberoi Hotels group), and as an Advisor to Bay Capital (An independent investment firm) and several startups. Previously he also served as an Independent Director on the Boards of Mumtaz Hotels (Oberoi Amarvilas) and Godrej Nature's Basket. He was also co-Chair of the CII National Committee.

The Board has received requisite disclosures/declarations from Mr. Barasia (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations and assessed the veracity of the same; (vi) notice u/s 160 of the Act proposing his candidature as an

Independent Director of the Company and all other necessary information/ documents/declarations. Further, Mr. Barasia has registered himself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

The Company has obtained a certificate from Shreyansh Jain & Associates, Practising Company Secretaries, (Peer Review No. 3639/2023), confirming that Mr. Barasia is not debarred by Order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority from being appointed as a Director of the Company.

He shall be paid the sitting fees for attending meetings of the Board or any Committee thereof as may be decided by the Board.

Rationale for the appointment of Mr. Barasia:

- He has extensive experience of three decades across consulting, consumer technology, hospitality, entrepreneurship and scaling Digital and Tech-Driven Businesses.
- The appointment of Mr. Barasia to the Board will be an invaluable input to the Company's strategic decision making, support its inorganic growth initiatives and drive the expansion of business operations.

In the opinion of the NRC and the Board, Mr. Barasia possesses experience, knowledge, positive attributes and skills and fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and that he is independent of the management and his association as an Independent Director will immensely benefit the Company.

Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution through for the appointment of Mr. Barasia as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a first term of 3 (three) consecutive years with effect from April 29, 2025 to April 28, 2028.

The terms and conditions of the appointment of Mr. Barasia will be available electronically for inspection by shareholders as per details mentioned in the notes to this Notice. Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('SS-2'), brief profile and other details of Mr. Barasia is provided in Annexure-A to this Notice.

No Director, Key Managerial Personnel or their relatives except Mr. Barasia to whom the resolution relates are, in any way, concerned or interested, financial or otherwise, in this resolution. The Board recommends the resolution set out in Item No. 6 for approval by the shareholders by way of a **Special Resolution**.

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 appointed:

Name of the Director	Mr. Dhruv Prakash		
Date of Birth & Age	November 13, 1951, 73 Years		
Qualification	He holds a bachelor's degree in science from Meerut University, a master's degree in Science (Chemistry) from Meerut University and a Post graduate Diploma in business administration from the Indian Institute of Management Ahmedabad.		
Terms and Conditions of appointment/ re-appointment	Non-Executive Director, liable to retire by rotation and his term would be upto 27th AGM.		
Details of Remuneration sought to be paid	a) Sitting Fee paid as director for attending the Meetings of Board and Committees. b) Payment of professional fee for rendering management consultancy and leadership development services.		
Last Remuneration drawn (Per Annum)	He received Rs. 19 Lakhs as sitting fee and Rs. 30 Lakhs for rendering management consultancy and leadership development services during FY 2024-25.		
Experience and Expertise	He has 51+ years of Industry experience and currently he is engaged in his independent professional practice for rendering management consultancy and leadership development services including coaching of senior management for various companies viz. Space Matrix Design Consultants and Blink Design Group (Singapore). He has vast experience in the field of management consulting, finance, manufacturing and chemicals, having worked with Korn/Ferry International Private Limited, Helion Advisors Private Limited, Hewitt Associates (India) Private Limited, DCM Financial Services Limited, Amar Dye-Chem Limited, DCM Toyota Limited, Hindustan Reprographics Limited and Escorts Limited.		
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	<p>The role of a Non-Executive Director requires strong leadership and strategic thinking, sound understanding of corporate governance, financial acumen, risk management awareness, and the ability to provide independent judgment and oversight.</p> <p>Mr. Dhruv Prakash brings extensive experience in business strategy, governance, and leadership, accumulated over decades across various sectors. As a seasoned professional, he has continuously demonstrated sound judgment, strategic insight, and independence of thought. His prior contributions as a Non-Executive Director of the Company have strengthened board deliberations and governance frameworks. His experience and understanding of business and regulatory affairs make him well-suited to continue providing effective oversight and guidance as a Non-Executive Director.</p>		
Date of first appointment on the Board	He was first appointed to our Board on May 11, 2012 and resigned from our Board on January 27, 2015 and was subsequently re-appointed on September 01, 2016.		
No. of equity shares held in the Company* (including shareholding as beneficial owner)	20,413 equity shares		
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	He is not related to any other Director or Key Managerial Personnel of the Company.		
Number of Board Meetings attended during FY 2024-25	Five (5)		
Other Directorships, Membership/ Chairmanship of Committees of other Boards*	Directorship in the following Companies: a) Bharat Hotels Limited Committee Positions in the following Companies:		
	Name of the Company	Name of the Committee	Position Held (Chairman/Member)
	Bharat Hotels Limited	Audit Committee	Member
	Bharat Hotels Limited	Stakeholder Relationship Committee	Chairman
	Bharat Hotels Limited	Nomination & Remuneration Committee	Chairman
Listed entities from which the Director has resigned in the past three years	None		

*As on March 31, 2025

Name of the Director	Ms. Pallavi Dinodia Gupta																															
Date of Birth & Age	November 02, 1980, 44 years																															
Qualification	She is graduated from Lady Sriram College and has her degree in law from Delhi University and Chartered Accountancy from the Institute of Chartered Accountants of India ('ICAI').																															
Terms and Conditions of appointment/ re-appointment	Ms. Gupta's re-appointment shall be as per Company's Nomination and Remuneration Policy as displayed on the Company's website at https://investor.indiamart.com/CorporateGovernance.aspx On re-appointment, she shall not be liable to retire by rotation. Ms. Gupta shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid.																															
Details of Remuneration sought to be paid	Eligible for payment of sitting fee as approved by the Board of Directors.																															
Last Remuneration drawn (Per Annum)	She received Rs. 17 Lakhs as remuneration (sitting fee) during FY 2025.																															
Experience and Expertise	As detailed in the explanatory statement																															
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As detailed in the explanatory statement																															
Date of first appointment on the Board	October 20, 2022																															
No. of equity shares held in the Company* (including shareholding as beneficial owner)	254 equity shares																															
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	She is not related to any other Director or Key Managerial Personnel of the Company.																															
Number of Board Meetings attended during FY 2024-25	Five (5)																															
Other Directorships, Membership/ Chairmanship of Committees of other Boards*	<i>Directorship in the following Companies:</i> b) Jagson Pal Pharmaceuticals Limited c) Voith Paper Fabrics India Limited d) National Engineering Industries Limited e) Lumax Industries Limited <i>Committee Positions in the following Companies:</i> <table><tr><th>Name of the Company</th><th>Name of the Committee</th><th>Position Held (Chairman/Member)</th></tr><tr><td rowspan="3">Jagson Pal Pharmaceuticals Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td>Stakeholders Relationship Committee</td><td>Chairperson</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td rowspan="3">Voith Paper Fabrics India Limited</td><td>Audit Committee</td><td>Chairperson</td></tr><tr><td>Nomination & Remuneration Committee</td><td>Member</td></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td rowspan="3">National Engineering Industries Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td>Nomination & Remuneration Committee</td><td>Member</td></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td rowspan="3">Lumax Industries Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr></table>			Name of the Company	Name of the Committee	Position Held (Chairman/Member)	Jagson Pal Pharmaceuticals Limited	Audit Committee	Member	Stakeholders Relationship Committee	Chairperson	Corporate Social Responsibility Committee	Member	Voith Paper Fabrics India Limited	Audit Committee	Chairperson	Nomination & Remuneration Committee	Member	Audit Committee	Member	National Engineering Industries Limited	Corporate Social Responsibility Committee	Member	Nomination & Remuneration Committee	Member	Audit Committee	Member	Lumax Industries Limited	Audit Committee	Member	Corporate Social Responsibility Committee	Member
Name of the Company	Name of the Committee	Position Held (Chairman/Member)																														
Jagson Pal Pharmaceuticals Limited	Audit Committee	Member																														
	Stakeholders Relationship Committee	Chairperson																														
	Corporate Social Responsibility Committee	Member																														
Voith Paper Fabrics India Limited	Audit Committee	Chairperson																														
	Nomination & Remuneration Committee	Member																														
	Audit Committee	Member																														
National Engineering Industries Limited	Corporate Social Responsibility Committee	Member																														
	Nomination & Remuneration Committee	Member																														
	Audit Committee	Member																														
Lumax Industries Limited	Audit Committee	Member																														
	Corporate Social Responsibility Committee	Member																														
	Listed entities from which the Director has resigned in the past three years	None																														

*As on March 31, 2025

Name of the Director	Mr. Sandeep Kumar Barasia
Date of Birth & Age	Sep 22, 1972, 52 years
Qualification	He holds a degree of Master of Business Administration from London Business School and Bachelor's degree in Commerce in International Business and Economics from Bond University, Australia. He is pursuing an Advanced Management Programme from Harvard Business School which will be completed in May, 2025.
Terms and Conditions of appointment/ re-appointment	Mr. Barasia appointment shall be as per Company's Nomination and Remuneration Policy as displayed on the Company's website at https://investor.indiamart.com/CorporateGovernance.aspx On his appointment, he shall not be liable to retire by rotation. Mr. Barasia shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid.
Details of Remuneration sought to be paid	Eligible for payment of sitting fee as approved by the Board of Directors.
Last Remuneration drawn (Per Annum)	Not Applicable
Experience and Expertise	As detailed in the explanatory statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As detailed in the explanatory statement
Date of first appointment on the Board	April 29, 2025
No. of equity shares held in the Company* (including shareholding as beneficial owner)	Nil
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	He is not related to any other Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during FY 2024-25	Not Applicable
Other Directorships, Membership/ Chairmanship of Committees of other Boards*	<i>Directorship in the following Companies:</i> a) EIH Associated Hotels Limited b) Creative Hortifarms Private Limited c) The Barasia Company Private Limited He is not holding any Committee Positions in the above mentioned Companies.
Listed entities from which the Director has resigned in the past three years	Delhivery Limited

*As on March 31, 2025