

**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 POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 (**the 'Act'**) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the 'Listing Regulations'**), Secretarial Standard- 2 on General Meetings (**'SS-2'**) and other applicable provisions of the Act, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the shareholders of **IndiaMART InterMESH Limited (the 'Company')** on the below appended resolutions by way of Ordinary/Special Resolution by means of Postal Ballot to vote through Remote Electronic Voting (**'Remote E-voting'**).

Pursuant to the 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 issued by the Ministry of Corporate Affairs (**'MCA'**) (hereinafter collectively referred to as **'MCA Circulars'**) and any Circular issued by the Securities and Exchange Board of India (**'SEBI'**), this Postal Ballot Notice (**'Notice'**) and instructions for Remote E-voting are being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants/MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent (**'RTA'**). If your e-mail address is not registered with the Company/ Depositories/RTA, please follow the process provided in the notes to receive this Notice. The communication of the assent or dissent of the shareholders would only take place through the Remote E-voting system.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing Remote E-voting facility to its shareholders. The shareholders are requested to read the instructions in the notes to this Notice to cast their vote through Remote E-voting not later than 05:00 P.M. IST on Friday, August 29, 2025, to be eligible for being considered, failing which it will be considered that no vote has been received from the relevant shareholder. Remote E-voting facility will be blocked by NSDL immediately thereafter and the shareholders will not be allowed to cast their votes beyond the said date and time.

The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner; failing him Mr. Parveen Kumar, (Membership No. F10315), Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500, Peer Review Certificate No. 6189/2024) as the scrutinizer to

conduct the Postal Ballot through Remote E-voting in a fair and transparent manner.

The Remote E-voting period commences from Thursday, July 31, 2025 at 9:00 a.m. (IST) and shall end on Friday, August 29, 2025 at 5:00 p.m. (IST). The details of the procedure to cast the votes through Remote E-voting form part of the notes to this Notice.

SPECIAL BUSINESS(ES):

Item No. 1: To appoint Ms. Vasuta Agarwal (DIN: 07480674) as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 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 approval of the Board of Directors of the Company, Ms. Vasuta Agarwal (DIN: 07480674), who was appointed as an Additional Director (in the category of Independent Director) of the Company w.e.f. July 18, 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 she 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 her 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 w.e.f. July 18, 2025 till July 17, 2028.

RESOLVED FURTHER THAT the Board (including any Committee thereof), 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 to any person, to give effect to the above resolution."

Item No. 2: To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Amit Agarwal

To consider and if thought fit, to pass 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 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 the payment of remuneration to Mr. Amit Agarwal, Vice President for Product & Technology, being a Related Party, for holding an office or place of profit in the Company, on an annual remuneration of upto Rs. 84,00,000/- (Rupees Eighty Four 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.

RESOLVED FURTHER THAT the amount forming part of Fixed and Flexible compensation payable to Mr. Amit 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 are hereby authorised 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 authorised 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

Manoj Bhargava
Company Secretary
Membership No.- F 5164

Date: July 28, 2025
Place: Noida

NOTES:

1. The Explanatory Statement, pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act') read with Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended, from time to time setting out the material facts and reasons, in respect of Item Nos. 1 and 2 of this Notice is annexed herewith. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Director seeking appointment are also annexed hereto and forms part of the Notice.
2. In compliance with the MCA Circulars and Sections 108 and 110 of the Act and the Companies (Management and Administration) Rules, 2014, made thereunder, the Notice along with Explanatory Statement and Remote E-voting instructions are being sent only through electronic mode to those Shareholders whose e-mail address is registered with the Company/Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited ('RTA') or Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, July 25, 2025 ('Cut-off date').
3. As per the MCA Circulars, physical copies of the Notice, Postal Ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through Remote E-voting only.
4. In compliance with the provisions of Sections 108 and Section 110 of the Act read and the Rules framed thereunder, Regulation 44 of the Listing Regulations, SS-2, as amended from time to time, and the Circulars as issued by MCA, the Company is pleased to provide Remote E-voting facility on all the resolutions set forth in this Notice. The facility of casting votes by a shareholder using Remote E-voting will be provided by NSDL.
5. The voting rights of member(s) for Remote E-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through Remote E-Voting. A person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
6. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. 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 dpvassociatesoffice@gmail.com with a copy marked to evoting@nsdl.co.in. 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.
8. Members may note that this Notice will also be available on the Company's website at <https://investor.indiamart.com/ForthcomingPostalBallot.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.
9. Documents(s) referred to in the statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date of receipt of votes through Remote E-voting by writing an email to the Company at cs@indiamart.com.
10. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Shareholders holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
11. 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.
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 - 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.
13. 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
14. 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.

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. Members are requested to register /update their email Ids & mobile number for receiving all communications through electronic mode and/or register/update their bank account mandate and KYC, please Register/update the details in your demat account, as per the process advised by your respective DP.
17. All correspondence should be addressed to the RTA of the Company viz. MUG 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.

18. INSTRUCTIONS FOR REMOTE E-VOTING ARE AS FOLLOWS:

A. INSTRUCTIONS FOR REMOTE E-VOTING

- i. The Remote E-voting period will commence on Thursday, July 31, 2025 (at 9:00 A.M. IST) and end on Friday, August 29, 2025 (at 5:00 P.M. IST). During this period, Members holding shares in the dematerialized form as on the cut-off date i.e., Friday, July 25, 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 Shareholder, the Shareholder shall not be allowed to change it subsequently.

- ii. Any person, who acquires equity shares and becomes a Shareholder of the Company after the date of electronic dispatch of this Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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.
- iii. 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.





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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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: <ol style="list-style-type: none"> 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 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 above mentioned 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- a) 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.
- b) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is

- communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (i) 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:
 - (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.
- 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 shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for Remote 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.

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 dpvassociatesoffice@gmail.com with a copy marked to evoting@nsdl.co.in. 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?” - 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.

OTHER INSTRUCTIONS:

1. The Board of Directors of the Company, at its meeting held on Friday, July 18, 2025, in compliance with Rule 22(5) of the Rules, had appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner, failing him Mr. Parveen Kumar, (Membership No. F10315), Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500) as the Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of e-voting period, unblock the votes casted through Remote E-voting and shall make and submit a Scrutinizer’s Report within 2 (two) working days from the end of the Remote E-voting period to the Chairman authorized by the Board for the purpose of declaring the result of Postal Ballot or any other person authorized by him in writing, who shall countersign the same and declare the result of the Remote E-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/ForthcomingPostalBallot.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 authorized by the Board for

the purpose of declaring the result of postal ballot 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 place the results on their website.

4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, August 29, 2025 i.e. last date of specified for receipt of votes through Remote E-voting.

By Order of the Board of
IndiaMART InterMESH Limited

Date: July 28, 2025
Place: Noida

Manoj Bhargava
Company Secretary
Membership No.- F 5164

EXPLANATORY STATEMENT UNDER SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**Item No. 1**

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 Friday, July 18, 2025 had appointed Ms. Vasuta Agarwal (DIN: 07480674) 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 July 18, 2025 to July 17, 2028, subject to the approval of the members of the Company.

Ms. Vasuta Agarwal holds a degree of Bachelor of Engineering (B.E.), Electronics and Instrumentation from Birla Institute of Technology and Science, Pilani and Master of Business Administration from Indian Institute of Management, Bangalore.

She is a distinguished business leader and technology executive with over 18 years of experience in the digital industry and strategy consulting domain. In her most recent role, she was serving as the Chief Business Officer at InMobi, where she led global ad monetization across consumer platforms and performance advertising. Under her leadership, the business has achieved significant growth across key markets, including India, Southeast Asia, Japan, Korea, and Australia. Throughout her tenure at InMobi, she has held several senior leadership roles and played a pivotal role in expanding the company's global footprint. Prior to joining InMobi, she worked as a management consultant at McKinsey and a chip design engineer at Intel.

She is an Independent Director at Kaya Limited and has also served as an Independent Director on the board of Nephroplus. She was on the IMAI Governing Council and MMA APAC Board member as well and member of IAB, southeast Asia and India.

She has widely recognized for her outstanding leadership and impactful contributions to the digital and advertising technology industry. Her influence in the media and marketing space has been consistently recognized, having been named among India's most influential women in in media and marketing.

She was featured in the 'Economic Times 40 Under Forty list' in 2021 and Campaign Asia's prestigious "40 Under 40" in 2021.

She was also featured in the Campaign Asia "Women to Watch 2020" list, among the "Top 50 Influential Women in Media and Marketing in India" for 3 successive years since 2018 and in the "Economic Times Women Ahead List" for 2018. Additionally, she has been continuously recognised in IMPACT's "50 Most Influential Women" list every year since 2018, reinforcing her status as a trailblazer in the industry.

Beyond professional accolades, she is a passionate advocate for women's leadership and actively supports initiatives that mentor and empower young women professionals.

The Board has received requisite disclosures/declarations from Ms. Agarwal (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. Agarwal 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 Ankit Oberoi & Associates, Practising Company Secretaries, (Peer Review No. 3585/2023), confirming that Ms. Agarwal 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.

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 appointment of Ms. Agarwal:

- She has extensive experience of two decades across strategy consulting and scaling Digital and Tech-Driven Businesses. She has consistently demonstrated the ability to drive growth, innovation, and global expansion in dynamic and rapidly evolving sectors.
- Her active involvement in key industry forums such as the IMAI Governing Council, MMA APAC Board, and IAB Southeast Asia and India further reflects her thought leadership and active contribution to shaping the digital and advertising technology ecosystem.
- The appointment of Ms. Agarwal 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, Ms. Agarwal 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 through for the appointment of Ms. Agarwal 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 July 18, 2025 to July 17, 2028.

The terms and conditions of the appointment of Ms. Agarwal 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. Agarwal is provided in Annexure-A to this Notice.

No Director, Key Managerial Personnel or their relatives except Ms. Agarwal 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. 1 for approval by the shareholders by way of a **Special Resolution**.

Item No. 2

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 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.

Mr. Amit Agarwal has a Bachelor of Science (BS) in Mechanical Engineering with a minor in Computer Science from Georgia Institute of Technology, and a Master of Science (MS) in Robotic Systems Development from Carnegie Mellon University. He completed his schooling from Welham Boys School, Dehradun, and Modern School, New Delhi. He has over 8 years of working experience with HRL Laboratories, Los Angeles and Cashify, Gurugram. He specializes in AI and Robotics.

Considering the qualification, skills, knowledge, performance & expertise in the role and industry benchmarking, the Board of Directors of the Company at their meeting held on July 18, 2025, approved the appointment of Mr. Amit Agarwal, son of Mr. Dinesh Chandra Agarwal, Managing Director and Chief Executive Officer of the Company, as a Vice President for Product & Technology, for holding an office or place of profit in the Company, on an annual remuneration of upto Rs. 84,00,000/- (Rupees Eighty Four 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.

Mr. Agarwal will contribute towards AI driven initiatives of the Company's playing a key role in accelerating its next phase of growth.

Further, the Company has a established process for evaluating performance and appraisals. Each employee gets evaluated based on their Key Performance Indicators ('KPIs') for the year. Appraisals are done on the basis of individual performances.

It is expected that the average increase in remuneration shall be equivalent to the average percentage of increase in the remuneration given to the equally placed employees in the same department. However, post his appointment, it is proposed to cap the increment of upto 20% in every financial year over his last drawn remuneration. The upper cap of 20% increment has been taken for the purpose of administrative convenience and keeping it within a reasonable limit while the actual increment will be decided by the Board following the policy as applicable to the employees of the Company.

Since, the monthly remuneration of Mr. Amit Agarwal exceeds the prescribed limits, approval of the members is sought in accordance with Section 188 (1) (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 resolution set out in Item No. 2 for approval by the Shareholders by way of an Ordinary Resolution.

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	Ms. Vasuta Agarwal								
Date of Birth & Age	August 6, 1983, 41 years								
Qualification	She holds a degree of Bachelor of Engineering (B.E.), Electronics and Instrumentation from Birla Institute of Technology and Science, Pilani and Master of Business Administration from Indian Institute of Management, Bangalore.								
Terms and Conditions of appointment/ re-appointment	Her 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 her appointment, she shall not be liable to retire by rotation. She shall be entitled to sitting fee for attending Board/Committee meetings and commission, if any, subject to the approval of Board & shareholders of the Company.								
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	July 18, 2025, subject to the approval of the members of the Company.								
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	She is not related to any other Director or Key Managerial Personnel of the Company.								
Number of Board Meetings attended during FY 2025-26	Not Applicable								
Other Directorships, Membership/ Chairmanship of Committees of other Boards*	<p><i>Directorship in the following Companies:</i></p> <ul style="list-style-type: none"> a) Kaya Limited b) Iglulabs Software Private Limited c) Valetex Services Private Limited <p><i>Committee Positions in the following Companies:</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Name of the Company</th> <th style="text-align: center;">Name of the Committee</th> <th style="text-align: center;">Position Held (Chairman/Member)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Kaya Limited</td> <td style="text-align: center;">Nomination and Remuneration Committee</td> <td style="text-align: center;">Member</td> </tr> </tbody> </table>			Name of the Company	Name of the Committee	Position Held (Chairman/Member)	Kaya Limited	Nomination and Remuneration Committee	Member
Name of the Company	Name of the Committee	Position Held (Chairman/Member)							
Kaya Limited	Nomination and Remuneration Committee	Member							
Listed entities from which the Director has resigned in the past three years	None								

*As on July 18, 2025