



indiamart[®]

NOTICE OF THE 26TH EXTRA ORDINARY GENERAL MEETING

INDIAMART INTERMESH LIMITED

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

CIN: L74899DL1999PLC101534; Website: www.indiamart.com

Ph. No: 011-49995600

NOTICE is hereby given that the 26th (Twenty Sixth) Extra Ordinary General Meeting (“EGM”) of the members of **IndiaMART InterMESH Limited** (“the Company”) will be held on Wednesday, February 10, 2021 at 11:00 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility for which purpose the Registered Office of the Company situated at 1st Floor, 29-Daryaganj, Netaji Subhash Marg, New Delhi-110002 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE FUND RAISING ACTIVITIES AND ISSUANCE OF SECURITIES BY 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 provisions of Sections 23, 41, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder (the “Companies Act”), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with any other applicable law or regulation in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and amendments thereof (“FCCB Scheme”), the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time, as applicable, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (the “GOI”), the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (the “SEBI”), the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the “ROC”), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/ or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/ or sanctions, the approval of the members of the Company be and is hereby accorded to create, issue, offer and allot in one or more tranches (including with provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 10 each (the “Equity Shares”), Equity Shares against which American Depository Receipts (“ADRs”) or Global Depository Receipts (“GDRs”) may be issued, foreign currency convertible bonds (“FCCBs”) and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/ or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency (the Equity Shares and all such other securities are hereinafter collectively referred to as the “Securities”), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“QIBs”), eligible foreign/ non-resident investors and/ or any other category of investors whether or not such investors are members of the Company, as the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) may determine in accordance with applicable law, by way of a qualified institutions placement (“QIP”) in accordance with Chapter VI of the SEBI ICDR Regulations or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, for an aggregate amount not exceeding ₹ 1,100 Crores (Rupees One Thousand One Hundred Crores Only), inclusive of

such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/ or underwriter(s) and/ or other advisor(s) appointed for such issue and the number and/ or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT in the event the Securities or a combination thereof are offered to QIBs pursuant to a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of Securities, or any combination thereof as may be decided by the Board, shall be completed within 365 days from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may offer a discount of not more than 5% or such other percentage as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment).

RESOLVED FURTHER THAT subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, in the event the Equity Shares are issued to QIBs by way of QIP, in terms of Chapter VI of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, and in the event that eligible convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/ guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time and applicable pricing provisions issued by the Ministry of Finance, as applicable, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as part of an ADR/ GDR issue, the foreign depository authorised by the Board may issue depository receipts representing the underlying permissible Securities in such form and with such features and attributes as may be permitted under applicable law and required to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on permissible overseas stock exchange(s)).

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental body, authority or regulatory institution, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its absolute discretion deem fit, including but not limited to the terms and conditions, relating to payment of dividend, premium on redemption at the option of the Company and/ or holders of any Securities, or variation of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted including upon conversion of any Securities or as may be necessary in accordance with the terms of the offering.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above the Board or a Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the private placement offer letter/ preliminary placement document as well as final placement document(s)/ offering circulars/ information memoranda/ prospectuses/ offer documents, and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the issue, the nature and number of Securities to be allotted, determination of person(s) to whom the Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter/ offering circulars/ information memoranda/ prospectuses/ offer documents, and any addenda or corrigenda thereto, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or a Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/ appoint book running lead managers, underwriters, escrow agents, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a Committee or such officers or representatives of the Company or any other person as deemed appropriate, to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action”.

2. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE MEMORANDUM OF ASSOCIATION.

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 Section 13, 61 and 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Memorandum and Articles of Associations of the Company and applicable permissions, sanctions and approvals as may be required in this regard the Authorised Share Capital of the Company be and is hereby increased from ₹ 97,94,25,584/- (Rupees Ninety Seven Crore Ninety Four Lakhs Twenty Five Thousand Five Hundred and Eighty Four Only) divided into 3,00,00,000 (Three Crore Only) Equity Shares having face value ₹ 10/- (Rupees Ten Only) each and 14,93,903 (Fourteen Lakhs Ninety Three Thousand Nine Hundred and Three Only) 0.01 % Cumulative Preference Shares having face value of ₹ 328/- (Rupees Three Hundred and Twenty Eight Only) each and 18,94,254

(Eighteen Lakhs Ninety Four Thousand Two Hundred and Fifty Four Only) Compulsorily Convertible Cumulative Preference Shares having face value of ₹ 100/- (Rupees One Hundred Only) each to ₹ 99,44,25,584/- (Rupees Ninety Nine Crore Forty Four Lakh Twenty Five Thousand Five Hundred and Eighty Four Only) divided into 3,15,00,000 (Three Crore Fifteen Lakh Only) Equity Shares having face value ₹ 10/- (Rupees Ten Only) each and 14,93,903 (Fourteen Lakhs Ninety Three Thousand Nine Hundred and Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328/- (Rupees Three Hundred and Twenty Eight Only) each and 18,94,254 (Eighteen Lakhs Ninety Four Thousand Two Hundred and Fifty Four Only) Compulsorily Convertible Cumulative Preference Shares having face value of ₹ 100/- (Rupees One Hundred Only) each.

RESOLVED FURTHER THAT pursuant to sections 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, and the rules notified thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) the existing Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the same with the following Clause V:

V. *The Authorized Share Capital of the Company is ₹ 99,44,25,584/- (Rupees Ninety Nine Crore Forty Four Lakh Twenty Five Thousand Five Hundred and Eighty Four Only) divided into 3,15,00,000 (Three Crore Fifteen Lakh Only) Equity Shares having face value ₹ 10/- (Rupees Ten Only) each and 14,93,903 (Fourteen Lakhs Ninety Three Thousand Nine Hundred and Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328/- (Rupees Three Hundred and Twenty Eight Only) each and 18,94,254 (Eighteen Lakhs Ninety Four Thousand Two Hundred and Fifty Four Only) Compulsorily Convertible Cumulative Preference Shares having face value of ₹ 100/- (Rupees One Hundred Only) each.*

FURTHER RESOLVED THAT the new shares shall rank pari passu to the existing shares in all respect, subject to all the provisions contained in the Memorandum and Articles of Association of the Company, including with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolutions; and to seek such approval/ consent from the government departments as may be required in this regard.”

3. **APPROVAL FOR RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE MEMORANDUM OF ASSOCIATION.**

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 Section 13, 61 and 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Memorandum and Articles of Associations of the Company and applicable permissions, sanctions and approvals as may be required in this regard, the Authorised Share Capital of the Company be and is hereby reclassified from ₹ 99,44,25,584/- (Rupees Ninety Nine Crore Forty Four Lakh Twenty Five Thousand Five Hundred and Eighty Four Only) divided into 3,15,00,000 (Three Crore Fifteen Lakh Only) Equity Shares having face value ₹ 10/- (Rupees Ten Only) each; 14,93,903 (Fourteen Lakhs Ninety Three Thousand Nine Hundred and Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328 (Rupees Three Hundred and Twenty Eight Only) each and 18,94,254 (Eighteen Lakhs Ninety Four Thousand Two Hundred and Fifty Four Only) Compulsorily Convertible Cumulative Preference Shares having face value of ₹ 100/- (Rupees One Hundred Only) each to ₹ 99,44,25,584/- (Rupees Ninety Nine Crore Forty Four Lakh Twenty Five Thousand Five Hundred and Eighty Four Only) divided into 9,94,42,460 (Nine Crore Ninety Four Lakh Forty Two Thousand Four Hundred and Sixty Only) Equity Shares having face value ₹ 10/- (Rupees Ten Only) each and 3 (Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328/- (Rupees Three Hundred and Twenty Eight Only).

RESOLVED FURTHER THAT pursuant to section 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, and the rules notified thereunder (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force) the existing Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the same with the following Clause V:

V. *The Authorized Share Capital of the Company is ₹ 99,44,25,584/- (Rupees Ninety Nine Crore Forty Four Lakh Twenty Five Thousand Five Hundred and Eighty Four Only) divided into 9,94,42,460 (Nine Crore Ninety Four Lakh Forty Two Thousand Four Hundred and Sixty Only) Equity Shares having face value ₹ 10/- (Rupees Ten Only) each and 3 (Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328/- (Rupees Three Hundred and Twenty Eight Only) each.*

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution; and to seek such approval/ consent from the government departments as may be required in this regard.”

By Order of the Board of
For IndiaMART InterMESH Limited

Manoj Bhargava
Senior Vice President (Legal & Secretarial)
Company Secretary & Compliance Officer
Membership No.- F 5164

Date: January 18, 2021
Place: Delhi

CIN: L74899DL1999PLC101534

Registered Office: 1st Floor, 29-Daryaganj,
Netaji Subhash Marg,
New Delhi- 110002, India
Phone no. 011-49995600

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), as amended read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ('SEBI LODR Regulations'), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is annexed hereto and forms part of the notice.
2. In view of the massive outbreak of the COVID-19 pandemic and the social distancing norms to be followed in the Country, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 ('MCA Circulars') and SEBI has via circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars') has permitted the holding of the EGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, the SEBI LODR Regulations and MCA Circulars, the 26th EGM of the Company is being held through VC/OAVM facility.
3. The EGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, Corporate Members intending to authorize their representatives to attend & vote at the EGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution to the Scrutinizer/Company.

4. The attendance of the Members attending the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The recording of the forthcoming EGM scheduled on February 10, 2021, shall also be made available on the website of the Company <https://investor.indiamart.com>, as soon as possible after the Meeting is over.
6. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID cs@indiamart.com till the date of EGM.
7. Pursuant to Section 101 of the Act read with relevant Rules made thereunder, companies can serve communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members who have not registered their e-mail address with the Company can now register the same by sending an email to Company

Secretary and Compliance Officer of the Company at cs@indiamart.com and/or by sending a request to Link Intime India Private Limited Registrar and Share Transfer Agent ('RTA') through email delhi@linkintime.co.in or contact 011 - 49411000. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.

8. In compliance with the aforesaid MCA Circulars the Notice of EGM along with login details for joining the EGM through VC / OAVM facility including e-voting are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA. Members may note that this Notice of EGM will also be available on Company's website (<https://investor.indiamart.com>), Stock Exchange's website (<https://www.bseindia.com> and <https://www.nseindia.com>) and National Securities Depository Limited ('NSDL') website (<https://www.evoting.nsdl.com>).
9. The Notice of EGM 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 January 15, 2021.
10. Members desiring any information/clarification on any matter to be placed at the EGM are requested to write to the Company at cs@indiamart.com at least seven days in advance to enable the management to keep information ready at the EGM. Members desiring to seek information/clarification during the EGM can use the chat box facility provided by NSDL for the same.
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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form, if any, can submit their PAN to the RTA viz. 'Link Intime India Private Limited' ('LI IPL').
12. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members are requested to dematerialize the shares held by them in physical form.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective DP. The nomination form can be downloaded from the Company's website <https://investor.indiamart.com>. 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.
14. 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.
15. All correspondence including share transfer documents should be addressed to the RTA of the Company viz. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel: 011 - 49411000, e-mail: delhi@linkintime.co.in.
16. To comply with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to EGM) and e-voting (during the EGM) services provided by NSDL on all resolutions set forth in this Notice.

Only those Members who will be present in the EGM through VC / OAVM facility and have not cast 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 EGM.

The instructions for joining the EGM through VC / OAVM facility, remote e-voting and e-voting during the EGM are provided in the Notice of EGM under Note No. 17.

17. INSTRUCTIONS FOR E-VOTING AND JOINING THE EGM ARE AS FOLLOWS:

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

- i. The remote e-voting period commences on Saturday, February 06, 2021 (9:00 a.m. IST) and ends on Tuesday February 09, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form as on Wednesday, February 03, 2021 i.e. cut-off date, may cast their vote electronically. A person, whose name appears in the Register of Members or in the Register of Beneficial Owners 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.

- 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 acquire shares and become Member of the Company after the date of electronic dispatch of the Notice and holding shares as on the cut-off date i.e. February 03, 2021, 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.
- 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.

Details on Step 1 are mentioned below:

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

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
A) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
C) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details 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.
 - b) 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) 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 in your mailbox from evoting@nsdl.com. Open the email and the attachment i.e. pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this Notice i.e. "Process for those Shareholders whose email address are not registered".
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
 - b) Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login to cast the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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 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 click 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.

General Guidelines for Shareholders

1. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required 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(ies) who are authorized to vote, to the Scrutinizer by email to shreyanshpjain@gmail.com with a copy marked to cs@indiamart.com.
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 FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no. 1800 1020 990 or 1800 22 44 30 or send a request at evoting@nsdl.co.in.

In case of any queries, 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 toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat

Marg, Lower Parel, Mumbai - 400 013, at the designated email id - evoting@nsdl.co.in or pallavid@nsdl.co.in or sonis@nsdl.co.in or at telephone nos.: +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

Process for those Shareholders 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:

Physical Holding	Send a request to Link Intime India Private Limited, Registrar and Share Transfer Agent at delhi@linkintime.co.in providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.
Demat Holding	Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP.

B. INSTRUCTIONS FOR E-VOTING DURING THE EGM

1. The procedure for e-voting during the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the EGM through VC/OAVM facility and have not cast 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 EGM.
3. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the EGM shall be the same as mentioned above for remote e-voting.

C. INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC / OAVM FACILITY

1. Members will be able to attend the EGM through VC/ OAVM facility provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's EGM.
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. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by and upto 15 minutes thereafter by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served 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 EGM without restriction on account of first come first served basis.
3. Members joining through Laptops / Mobile devices are recommended to use stable Wi-Fi or LAN connection for better experience.
4. Shareholders who will participate in the EGM through VC/OAVM facility can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within 7 days from EGM date by the Company suitably.
5. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in/ 1800 1020 990 or 1800 22 44 30 or contact Ms. Pallavi Mhatre, Manager-NSDL at pallavid@nsdl.co.in/ 022-24994545 or Ms. Soni Singh, Asst. Manager at sonis@nsdl.co.in/ 022-24994559.

D. THE INSTRUCTIONS FOR MEMBERS FOR ELECTION OF CHAIRMAN TO START THE EGM PROCEEDING ON THE DAY OF EGM ARE AS UNDER

1. After successful login at Step 1 above, 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 "EVEN" of Chairman Election of India Mart Intermesh Limited whose voting cycle is in active status.
3. Select "EVEN" of Chairman Election, now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

OTHER INSTRUCTIONS:

1. The Company has appointed Mr. Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No. 9515) as the Scrutinizer to scrutinize the e-voting during the 26th EGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than three days of the conclusion of the EGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman 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/> under the head of 'Investor Relations' and on the website of NSDL after the declaration of result by the Chairman 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.

THIS NOTICE DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC IN ANY JURISDICTION. NOTHING IN THIS NOTICE CONSTITUTES AN OFFER OF SECURITIES FOR SALE OR SOLICITATION IN ANY JURISDICTION.

By Order of the Board of
For IndiaMART InterMESH Limited

Manoj Bhargava
Senior Vice President (Legal & Secretarial)
Company Secretary & Compliance Officer
Membership No.- F 5164

Date: January 18, 2021

Place: Delhi

CIN: L74899DL1999PLC101534

Registered Office: 1st Floor, 29-Daryaganj,
Netaji Subhash Marg,
New Delhi- 110002, India
Phone no. 011-49995600

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

Item No. 1:

The Company proposes to raise additional capital for its future growth and expansion. The proceeds may be utilized for augmenting long term cash resources, to fund the organic or inorganic growth opportunities in the area of its operations and adjacencies, for making investments in companies whether a subsidiary, joint venture, associates or otherwise (either through debt or equity or any convertible securities), growth of existing businesses or to enter into new businesses in line with the strategy of the Company or for any other general purposes as may be permissible under the applicable law and approved by their Board or its duly constituted Committee.

Accordingly, it is proposed to raise funds through issuance of equity shares or other Securities convertible into or exchangeable into Equity Shares or non-convertible debt instruments along with warrants or any combination thereof by way of Preferential Allotment, issuance of American Depository Receipts ("ADRs"), Global Depository Receipts ("GDRs"), Foreign Currency Convertible Bonds ("FCCBs"), Qualified Institutions Placement ("QIP") or through any other permissible mode or any combination thereof, in accordance with the applicable laws, for an aggregate amount not exceeding ₹ 1100 Crores (Rupees One Thousand One Hundred Crores Only) at such price or prices including premium/ discount to market price in such manner and on such terms and conditions as may be deemed appropriate to the Board or any Committee of the Board, including in accordance with provisions of Chapter VI of the SEBI ICDR Regulations.

In terms of Section 62(1)(c) of the Act, shares may be issued to persons who are not the existing shareholders of a company, if the company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 and 71 of the Act read with of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the Company by a special resolution. Therefore, consent of the Shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Act and other applicable law.

The Securities offered, issued, and allotted by the Company in terms of the resolution would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Securities that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Securities of the Company. The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares and/ or other eligible Securities on such date as may be determined by the Board but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.

The relevant Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Further, no allotment shall be made, either directly or indirectly to any promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

A minimum of 10% of the Equity Shares and/ or other eligible Securities to be issued as aforesaid pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs.

This enabling Special Resolution seeks to empower the Board to issue Equity Shares and/ or other eligible Securities as contemplated in the resolution set out above. The Board of the Company in their meeting held on January 18, 2021, approved the raising of Capital for an amount not exceeding ₹ 1,100 Crores.

The combination of instruments, price, proportion and timing of the Equity Shares and other Securities to be issued pursuant to the special resolution shall be determined by the Board subject to the compliance with the requirements under applicable law including SEBI ICDR Regulations and any other applicable regulatory, government or other approvals and in due consideration of prevailing market conditions and other relevant factors. This Special Resolution authorizes the Board or a Committee thereof to issue the Securities in one or more tranches, at such time or times, at such price or prices to meet the Capital requirements of the Company.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign

Exchange Management Act, 1999, the Companies Act, 2013, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. The "Relevant Date" for the purpose of determination of price of equity shares and/or eligible convertible securities shall be the date as determined in accordance with the SEBI ICDR Regulations, other applicable laws and as mentioned in the resolution.

The equity shares, if any, allotted on issue, conversion of securities shall rank in all respects *pari passu* with the existing equity shares of the Company.

In connection with the proposed issue of securities, the Company is required, *inter alia*, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board or a Committee thereof to identify the investor(s), issue such number of securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches, the principle terms of assets charged as securities and the detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other intermediaries, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Pursuant to Section 62 of the Companies Act and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the listing agreements entered into with the recognised Stock Exchanges and the SEBI Listing Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board/ Committee to offer, issue and allot Securities to the investors, who may or may not be the existing members of the Company.

The approval of the shareholders is being sought to enable the Board or any Committee thereof, constituted or to be constituted by the Board for this purpose, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 1 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company, or subscription by a financial institution / Company / body corporate in which the KMP, Director or his / her relative may be, directly or indirectly, interested.

The proposed resolution is in the interest of the Company and the Board of the Company recommends the resolution set out at Item No. 1 for the approval of the members as a **Special Resolution**.

Item No. 2

The Members are hereby informed that, the Board of Directors of the Company, at their meeting held on January 18, 2021, proposed raising of funds through issuance of equity shares or other Securities convertible into or exchangeable into Equity Shares or non-convertible debt instruments along with warrants or any combination thereof by way of Preferential Allotment, issuance of American Depository Receipts ("ADRs"), Global Depository Receipts ("GDRs"), Foreign Currency Convertible Bonds ("FCCBs"), Qualified Institutions Placement ("QIP") or through any other permissible mode or any combination thereof, in accordance with the applicable laws.

In order to ensure that the authorized share capital of the Company is sufficient and adequate for the offer, it is proposed to increase Authorized Share Capital of the Company by adding 15,00,000 (Fifteen Lakh Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each to the existing Equity Shares of the Company subject to approval of the shareholders of the Company.

After making the said changes, the Authorized Share Capital of the Company shall be ₹ 99,44,25,584/- (Rupees Ninety Nine Crore Forty Four Lakh Twenty Five Thousand Five Hundred and Eighty Four Only) divided into 3,15,00,000 (Three Crore Fifteen Lakh Only) Equity Shares

having face value ₹ 10/- (Rupees Ten Only) each and 14,93,903 (Fourteen Lakhs Ninety Three Thousand Nine Hundred and Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328 (Rupees Three Hundred and Twenty Eight Only) each and 18,94,254 (Eighteen Lakhs Ninety Four Thousand Two Hundred and Fifty Four Only) Compulsorily Convertible Cumulative Preference Shares having face value of ₹ 100/- (Rupees One Hundred Only) each.

The proposed increase in authorized share capital requires the approval of members in the general meeting. Consequent upon increase in authorized share capital of the Company, its Memorandum of Association will require alteration so as to reflect the increase in the authorized share capital.

The new draft Memorandum of Association (MOA) of the Company after making the proposed changes is available for inspection by the members of the Company during business hours on all working days, excluding Saturdays, till the date of Meeting. A copy of new set of MOA shall be given to the members upon receipt of request for the same. The new draft MOA shall also be available for inspection during the meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing of the resolution except to the extent of their shareholding, if any, in the Company.

The proposed resolution is in the interest of the Company and the Board of the Company recommends the resolution set out at Item No. 2 for the approval of the members as **Ordinary Resolution**.

Item No. 3

The Existing Authorised Share Capital Structure consists of both Equity and Preference Shares. Out of these, as on date there is no issued Preference share Capital as all the issued preference Shares got converted into Equity Shares on September 22, 2018 i.e. prior to the listing of the Company's Equity Shares on the Stock Exchanges. Therefore, it would be beneficial if the existing authorised Share Capital of comprising of 14,93,900 0.01% Cumulative Preference Shares having face value of ₹ 328/- each and 18,94,254 Compulsorily Convertible Cumulative Preference Shares having face value of ₹ 100/- each be cancelled to create 6,79,42,460 Equity Shares of ₹ 10/- each.

After making the aforesaid changes, the Authorised capital of the Company would be ₹ 99,44,25,584/- (Rupees Ninety Nine Crore Forty Four Lakh Twenty Five Thousand Five Hundred and Eighty Four Only) divided into 9,94,42,460 (Nine Crore Ninety Four Lakh Forty Two Thousand Four Hundred and Sixty Only) Equity Shares having face value ₹ 10/- (Rupees Ten Only) each and 3 (Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328/- (Rupees Three Hundred and Twenty Eight Only) each.

The proposed reclassification in authorized share capital requires the approval of members in the general meeting. Consequent upon reclassification in authorized share capital of the Company, its Memorandum of Association will require alteration so as to reflect the reclassification in the authorized share capital.

The new draft Memorandum of Association (MOA) of the Company after making the proposed changes is available for inspection by the members of the Company during business hours on all working days, excluding Saturdays, till the date of Meeting. A copy of new set of MOA shall be given to the members upon receipt of request for the same. The new draft MOA shall also be available for inspection during the meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing of the resolution except to the extent of their shareholding, if any, in the Company.

The proposed resolution is in the interest of the Company and the Board of the Company recommends the resolution set out at Item No. 3 for the approval of the members as **Ordinary Resolution**.