



INDIA EXPOSITION MART LTD.

(CIN: U99999DL2001PLC110396)

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Phn No.: +91-120-2328011-20

Registered Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor, Local Shopping Centre, Mayur Vihar, Phase-1, Delhi – 110091

Corporate Office: Plot No. 23-25 & 27-29, Knowledge Park II, Gautam Budh Nagar, Greater Noida - 201306

NOTICE

NOTICE is hereby given that the 14th Extraordinary General Meeting (“EGM”) of the members of India Exposition Mart Ltd. (“the Company”) will be held on **Tuesday, March 10, 2026**, at **11:30 AM (IST)** at “**Govt. Servants Co-Operative House Building Society Limited**”, **Kalyan Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi – 110057** to transact the following business:

SPECIAL BUSINESS(ES)

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

1. Approval for Sanction of Borrowing Powers of the Company pursuant to Section 180(1)(c) of The Companies Act, 2013

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, and in accordance with the provisions of Section 179 and 180(1)(c) of the Companies Act, 2013, (“the Act”) and all other applicable provisions, if any, of the Act and rules made there under (*including any statutory modification(s) or re-enactment thereof, for the time being in force*), approval of the Members of the Company be and is hereby accorded to empower the Board of Director(s) to borrow any sum or sums of monies, from time to time (*exclusive of the interest and in tranches*), in any form including but not limited to by way of, any bank, persons, firms, and/or other financial institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, and/or institutional investors, mutual fund, insurance companies, pension funds and any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans, suppliers’ credit, securitized instruments or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, with or without security, as the Board of Directors may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium reserve, provided however, the total amount so borrowed, apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business, including rupee equivalent of foreign currency loans (*such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement*) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to ₹150 Crores (*Rupees One Hundred and Fifty Crores Only*) each, towards fund based and non-fund based facilities.

RESOLVED FURTHER THAT the Board, including its Committee thereof, and/or Key Managerial Personnel of the company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to the aforesaid resolution.”

2. Enhancement of Financial Assistance in the Form of Loan u/s 185 of The Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 (“the Act”), along with the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force, and all other applicable provisions of the Act, if any, and pursuant to the recommendations of the Board of Directors and in supersession to the Members’ approval of ₹10,00,00,000 (Rupees Ten Crores only) already granted on September 22, 2025, approval of the Members of the Company be and is hereby accorded to the Board of Directors to exercise power including the power conferred by the resolution for advancing any loan, including any loan represented by a book debt, for an amount not exceeding ₹50,00,00,000 (Rupees Fifty Crores only), to any person in whom any of the Director of the Company is interested, in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s) shall be utilized by borrowing person/ entity(ies) for its/their principal business activities.

RESOLVED FURTHER THAT the foregoing resolution shall not apply to any person(s) or entity(ies) falling within the exemptions specified under Section 185(3) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board, including its Committee thereof, and/or Key Managerial Personnel of the company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to effectuate the aforesaid resolution.”

3. Approval for Increase in Option Pool under Employee Stock Option Plan 2021 (“ESOP 2021”/ “Plan”)

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 read with circular if any, issued thereunder to the extent applicable, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and pursuant to the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for increase in the options pool under India Exposition Mart Employee Stock Option Plan 2021 (“ ESOP 2021 or Plan”) through modification of Clause 3.1 of the ESOP Scheme 2021, as follows:

“The shareholders of the Company, pursuant to a special resolution passed on October 25, 2021, approved the India Exposition Mart Employee Stock Option Plan 2021 (“ ESOP 2021 or Plan”) and authorized the Nomination and Remuneration Committee to grant, and further vide a special resolution dated March 10, 2026, not exceeding 5,246,140 (Fifty-Two Lakhs Forty-Six Thousand One Hundred and Forty only) Options (“Options Pool”) to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 5,246,140 (Fifty-Two Lakhs Forty-Six Thousand One Hundred and Forty

only) Shares, with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan.’

RESOLVED FURTHER THAT the Board, including its Committee thereof, and/or Key Managerial Personnel of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to the aforesaid resolution.”

4. Approval for Enhancement of Managerial Remuneration Payable to Whole Time Director pursuant to Section 197 of The Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)* and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to enhance the maximum managerial remuneration payable to Mr. Rakesh Kumar Sharma (DIN: 00885257), Whole-Time Director of the Company, in respect of any fiscal year, to 7% of the net profits of the company in the manner laid down in Section 198 of the Act, and as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board, including its Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to the foregoing resolution.”

5. Re-appointment of Mr. Rakesh Kumar Sharma (DIN: 00885257) as the Executive Chairman (Whole-Time Director) of the Company

“RESOLVED THAT in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the company and subject to such other approvals as may be necessary, approval of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Rakesh Kumar Sharma (DIN: 00885257)**, aged 67 years, as the Executive Chairman (Whole-Time Director) of the Company, not liable to retire by rotation, for the tenure of 5 (five) years commencing from November 1, 2026, to October 31, 2031, at the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board, including its Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable, or expedient to effectuate the foregoing resolution.”

**By order of the Board of Directors
For India Exposition Mart Ltd.**



(Anupam Sharma)

Company Secretary and Compliance Officer
Membership No.: A32675

Date: January 31, 2026
Place: Greater Noida

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (*“the Act”*), setting out all the material facts relating to the proposed resolutions, in respect of all the Special Business(es) to be transacted at the 14th EGM, and additional information as required under the Act, and Secretarial Standard-2 (SS-2) on General Meetings, & SEBI (Listing Obligations and Disclosure Requirements), 2015 (*as amended*), (“SEBI LODR”) is annexed hereto.
2. The brief profile and other required information about the Director seeking re-appointment at the 14th EGM, in pursuance of provisions of the Act, and SS-2 issued by ICSI, and SEBI LODR Regulations are given as **Annexure-A** to the Notice.
3. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company.**

A person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than 10% of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies etc. must be supported by an appropriate resolution/ authority, as applicable.

4. Institutional/ Corporate Shareholders are required to send a certified copy of their respective Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting. 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.
5. Members/ Proxy are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company at the Registration Counter of EGM for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client Master List (*Client ID and DP ID numbers*) for identification.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DPs in case the shares are held in electronic form and to M/s KFin Technologies Limited at einward.ris@kfintech.com in case the shares are held in physical form with a copy marked to cs@indiaexpocentre.com.
7. Pursuant to Section 101 of the Act, read with relevant Rules made thereunder, companies can serve communications related to the EGM through electronic mode to those Members who have registered their email address with the Company, unless the Members have registered their request for the hard copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

Members who have not registered their email address with the Company are requested to register the same by submitting a duly filled-in ‘E-communication Registration Form’ available

on the website of the Company www.indiaexpomart.com. The notice is being sent to all the members, whose names appeared in the Register of members as on **Friday, February 6, 2026**. This notice is also posted on the website of the company at www.indiaexpomart.com and is also available for inspection at the Company's Registered Office and Corporate Office during specified office hours.

8. All documents specifically stated to be open for inspection at the Company's Registered Office and Corporate Office will be available between 12 Noon and 3 PM on all working days (*except Saturdays, Sundays and Gazetted Holidays*) up to the date of the 14th EGM. Such documents shall also be available for inspection at the venue till the conclusion of the 14th EGM.
9. **Remote E-voting:** Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 (*as amended*), and Secretarial Standard-2 on General Meetings issued by the ICSI, the company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by M/s National Securities Depository Limited ("NSDL").
10. The remote e-voting period will commence on **Saturday, March 7, 2026, at 10:00 AM (IST)** and will end on **Monday, March 9, 2026, at 05:00 PM (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system or polling paper, shall also be made available at the EGM venue and the Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to vote at the EGM. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
11. In case of joint holders attending the meeting, only such joint holder who is higher/ first in the order of names, will be entitled to vote at the Meeting.
12. Members whose names are recorded in the Register of Members with the company as on the Cut-off date i.e. **Tuesday, March 3, 2026**, shall be entitled to avail the facility of remote e-voting or voting facility available at the meeting, as the case may be.
13. The Company has appointed M/s Vinod Kumar & Associates (FRN 002304N) to act as the Scrutinizer for providing facility to the members of the company, to scrutinize the entire voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

14. **THE INSTRUCTIONS FOR REMOTE E-VOTING**

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access NSDL e-Voting system

Step 2: Cast your vote electronically




DETAILS ON STEP 1 ARE MENTIONED BELOW:

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

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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>	<p><u>OTP Based Login:</u></p> <ol style="list-style-type: none"> 1. Access: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 2. Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. 3. Enter the OTP received on registered email id/ mobile number and click login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 4. 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 <p><u>NSDL IDeAS Facility:</u></p> <p>If you are already registered on NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. 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. 3. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 4. 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. <p>If you are not registered on NSDL IDeAS facility, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p><u>E-Voting website of NSDL:</u></p> <ol style="list-style-type: none"> 1. Open web browser through URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

	<ol style="list-style-type: none"> 2. 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. 3. You will have to enter your User ID (<i>i.e. your sixteen-digit demat account number hold with NSDL</i>), Password/OTP and a Verification Code as shown on the screen. 4. 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. <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 log in 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. 2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the 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, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL 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 as follows:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID <i>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i>

For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <i>For example, if your Beneficiary ID is 12***** then your user ID is 12*****</i>
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company <i>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</i>

5. Password details for shareholders other than Individual shareholders are as follows:
 - 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. 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 from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids 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 www.evoting.nsdl.com.
 - b) **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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick 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 all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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 www.evoting.nsdl.com to reset the password.
2. 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 www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (*front and back*), PAN (*self-attested scanned copy of PAN card*), AADHAR (*self-attested scanned copy of Aadhar Card*) by email to cs@indiaexpocentre.com.
2. 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@indiaexpocentre.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1(A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

OTHER INSTRUCTIONS

15. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
16. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Tuesday, March 3, 2026**, and as per the Register of members of the Company. A person who is not a member as on the cut-off date should treat this notice for information only.
17. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of the EGM and holding shares as of the cut-off date i.e. **Tuesday, March 3, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com with a copy marked to cs@indiaexpocentre.com. He/ She shall be entitled to exercise his/ her vote through remote e-voting as well as voting at the EGM through the facility made available at the EGM.
18. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you could reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800 1020 990.
19. Members who have cast their votes by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their votes again.
20. At the EGM, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
21. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes at the EGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, 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.
22. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
23. The results of the electronic voting shall be declared after the EGM. The result, along with the Scrutinizer’s Report, shall also be placed on the company’s website www.indiaexpomart.com and on the website of www.evoting.nsdl.com.
24. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Extraordinary General Meeting.
25. The route map showing directions to reach the venue of the 14th EGM is annexed.

Contact details

- Company: **India Exposition Mart Ltd.**
Regd. office: Plot No. 1, 210, Atlantic Plaza,
2nd Floor, Local Shopping Centre
Mayur Vihar Phase-1, Delhi - 110091
CIN: U99999DL2001PLC110396
Email: cs@indiaexpocentre.com
Tel: + 91 120 2328025
- E-voting agency: **M/s National Securities Depositories Ltd.**
Website: <https://evoting.nsdl.com/>
Contact on Toll free number: 1800-222-990
- Scrutinizer: **M/s Vinod Kumar & Associates**
Practicing Chartered Accountant
Head Office: 4696 Brij Bhawan, 21A Ansari Road,
Darya Ganj, New Delhi-110002
Email: vinodjain@inmacs.com
Tel: +91-11-2328-8101
- Registrar and Transfer Agent: **M/s KFin Technologies Ltd.**
Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad - 500 032, Telangana.
einward.ris@kfintech.com
Tel: 040-6716 2222

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013, and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, and SEBI LODR Regulations, the following Explanatory Statement and annexure thereto setting out all material facts relating to all the items of Special Business mentioned in the accompanying Notice, should be taken as forming part of this Notice.

Item No. 1

Approval for Sanction of Borrowing Powers of the Company pursuant to Section 180(1)(c) of The Companies Act, 2013

The provisions of Section 179 and 180(1)(c) of the Companies Act, 2013 (“Act”) imposes restrictions on the borrowing powers of the Board of Directors to the extent of aggregate amount of paid-up capital, free reserves & security premium, however, amount in excess of said limits can be borrowed after obtaining prior approval of shareholders of the Company by way of special resolution.

Considering the proposed expansion and diversification of the business, the Company may require additional funds from banks, financial institutions, NBFCs or any other such person, including related parties.

For smooth functioning of the financial operations of the Company and as a matter of abundant caution, the Board of Directors, at its meeting held on January 31, 2026, had recommended the shareholders to sanction the borrowing powers of the Board to a sum equivalent to ₹150 Crores (*Rupees One Hundred and Fifty Crores Only*) each, towards fund based and non-fund based facilities, to be utilized strictly for the business activities of the Company.

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

The Board recommends the **Special Resolution** as set forth in Item No. 1 for approval of the Members.

Item No. 2

Enhancement of Financial Assistance in the Form of Loan u/s 185 of The Companies Act, 2013

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan, including any loan represented by book debt, to a company in whom any of the director of the company is interested, subject to passing of Special Resolution in the General Meeting and utilization of the loan proceeds by the borrowing company for its principal business activities.

Therefore, as a matter of abundant caution, the Board of Directors, at its meeting held on January 31, 2026, approved the proposal for seeking the consent of the Members of the Company, pursuant to the provisions of Section 185 of the Act, and in supersession to the shareholders’ approval of ₹10 Crores already granted on September 22, 2025, to advance any loan including any loan represented by book debt, to any person in whom any of the Director of the Company is interested to a limit not exceeding ₹50 Crores.

In accordance with Section 185 of the Act, the expression “**any person in whom any of the Director of the Company is interested**” would mean:

- (i) Any private company of which any such Director is a Director or member
- (ii) Any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, or by two or more such Directors, together
- (iii) Any body corporate, the Board of Directors, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or Directors, of the lending company.

It is pertinent to note that the Board of Directors would carefully evaluate the proposals and provide such loan through deployment of funds out of internal resources/ accruals and/ or any other appropriate sources, from time to time on such terms, as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its capital expenditure, working capital requirements and/or any other principal business activities only.

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

The Board recommends the **Special Resolution** as set forth in Item No. 2 for approval of the Members.

Item No. 3

Approval for Increase in Option Pool under Employee Stock Option Plan 2021 (“ESOP 2021”/ “Plan”)

The existing Employees’ Stock Option Pool comprising 37,00,000 options, as approved by the Members through a Special Resolution passed on October 25, 2021, remains partly unutilized. Given the long-term growth strategy of the Company and with an objective to retain and incentivise key talent and leadership personnel, the Nomination and Remuneration Committee, the Audit Committee, and the Board of Directors, at their respective meetings held on January 31, 2026, had considered and recommended to the Members, an amendment to Clause 3.1 of the India Exposition Mart Employee Stock Option Plan 2021 (“ESOP 2021” / “Plan”).

The proposed amendment to Clause 3.1 of the ESOP Plan 2021 is aimed at enhancing the overall option pool under the ESOP 2021 to 5,246,140 Options (*Options Pool*). The beneficiaries of such variation in the options pool would be the existing as well as future employees of the Company. The amended Clause shall be quoted as follows:

“The shareholders of the Company, pursuant to a special resolution passed on October 25, 2021, approved the India Exposition Mart Employee Stock Option Plan 2021 (“ESOP 2021 or Plan”) and authorized the Nomination and Remuneration Committee to grant, and further vide a special resolution dated March 10, 2026, not exceeding 5,246,140 (Fifty-Two Lakhs Forty-Six Thousand One Hundred and Forty only) Options (“Options Pool”) to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 5,246,140 (Fifty-Two Lakhs Forty-Six Thousand One Hundred and Forty only) Shares, with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan.”

It is pertinent to note that the proposed amendment to the ESOP 2021 continue to be in full compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the relevant accounting standards and is

not prejudicial to the interest of the existing option holders. In terms of the said provisions and ESOP 2021, the implementation of the amended Plan requires the approval of the Members of the Company by way of a Special Resolution.

A copy of the amended ESOP 2021 would be made available for inspection by the members at the Registered Office of the Company on all working days during business hours, up to the date of the Meeting, and would also be available for inspection at the Meeting.

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

The Board recommends the **Special Resolution** as set forth in Item No. 3 for approval of the Members.

Item No. 4

Approval for Enhancement of Managerial Remuneration Payable to Whole Time Director pursuant to Section 197 of The Companies Act, 2013

The existing remuneration payable to the Company's managerial personnel, specifically to Mr. Rakesh Kumar Sharma (DIN: 00885257), Whole-Time Director, is limited to 5% of the net profits of the Company, as per the provisions of Section 197 and 198 of the Companies Act, 2013.

In recognition of the increasing responsibilities and significant contributions of the Whole-Time Director towards the growth and performance of the Company, the Nomination and Remuneration Committee, and the Board of Directors, in their respective meetings held on January 31, 2026, has recommended an increase in the managerial remuneration payable to the Whole-Time Director from 5% to 7% of the net profits of the Company, calculated as per Section 198 of the Act, for any financial year.

The proposed increase aligns with the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ensuring that the remuneration is commensurate with the scale of operations, industry benchmarks, and the responsibilities shouldered by the Executive Chairman, and is justified in the interest of the Company and its Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except the Whole-Time Director eligible for the revised remuneration, are in any way concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the **Special Resolution** as set forth in Item No. 4 for approval of the Members.

Item No. 5

Re-appointment of Mr. Rakesh Kumar Sharma (DIN: 00885257) as the Executive Chairman (Whole-Time Director) of the Company

Mr. Rakesh Kumar Sharma (DIN: 00885257) has been associated with the Company since April 2001. During the 10th Extraordinary General Meeting of the Company held on October 25, 2021, Mr. Sharma was appointed as the Executive Chairman (Whole-Time Director) of the Company for a tenure of 5 years commencing from November 1, 2021, upto October 31, 2026, not liable to retire by rotation, at an approved remuneration thereto.

Mr. Rakesh Kumar Sharma has played an important role in establishing the Company and its subsidiary, Expo Digital India Private Limited (EDIPL), Export Promotion Council for Handicrafts (EPCH) and Handicrafts & Carpet Sector Skill Council (HCSSC). Apart from this, he is also the Director General in the role of Chief Mentor of EPCH, Chairman Founder of Buying Agents Association of Indian (BAA), Indian Exhibition Industry Association (IEIA), founder governing committee member of Network for Certification and Conservation of Forest (NCCF), Director in The Council of EU Chambers of Commerce in India and Uttar Pradesh Export Promotion Council.

Considering the expanding scope of operations, increasing scale of responsibilities, enhanced strategic initiatives, and the pivotal role played by Mr. Sharma in steering the Company's growth and global positioning, the Nomination and Remuneration Committee and the Board of Directors, after considering the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013, along with the applicable rules thereunder, the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as well as in alignment with the enhancement in the limits of managerial remuneration payable to Mr. Rakesh Kumar Sharma, Whole-Time Director, as set out under Item No. 4, have recommended the re-appointment of Mr. Sharma on the following terms and conditions:

- a) **Tenure:** Five years which shall commence upon the expiry of the existing tenure, i.e., from November 1, 2026, up to October 31, 2031.
- b) **Remuneration:** Mr. Sharma, upon commencement of his new term effective November 1, 2026, will be entitled to an annual remuneration of ₹1,90,80,000, subject to annual appraisal by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, from time to time. The aforesaid remuneration amount excludes the Company's minimum statutory contributions towards Provident Fund and Gratuity. He shall also be entitled to other benefits payable in line with the applicable statutory provisions and the internal employee's rules of the Company.
- c) **Performance Linked Remuneration:** In addition to the monthly remuneration, the performance linked remuneration shall be calculated and payable up to 2% on the yearly net profits of the Company, computed in accordance with the provisions of the Companies Act, 2013. The performance linked remuneration shall be payable on a yearly basis and be adjusted for the relative performance of the Company as per the method approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee.
- d) **Employee Stock Options Scheme:** Mr. Rakesh Kumar Sharma shall be granted 1% of the total paid up share capital of the Company, being 7,49,449 stock options, under the Employee Stock Options Scheme 2021 ("ESOP 2021"), upon the terms, as may be decided by the Nomination and Remuneration Committee in accordance with the applicable regulatory provisions and ESOP 2021.
- e) **Remote Office Setup:** Setup, maintenance and upkeep of remote office, preferably located in South Delhi, including electricity, Wi-Fi, broadband and/or telephone facilities, etc., along with support in the form of full-time office staff.
- f) **Travel:** Entitlement to business class air travel for all official journeys undertaken for attending business meetings and other Company-related engagements. In addition, a Company-owned and maintained vehicle, together with the services of a full-time chauffeur, shall be extended for smooth conduct of official duties.
- g) **Club Memberships:** Corporate Club membership facilities, if any, exclusively for business or official meetings.

Notes:

- I. In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Rakesh Kumar Sharma as Executive Chairman, the Company shall continue to pay him the remuneration, including annual appraisals as may be determined by the Board from time to time, without seeking any further approval from the shareholders.
- II. The Executive Chairman shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors of the Company or committees thereof.
- III. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- IV. The aggregate of fees and other perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay from time to time, shall not exceed the limits prescribed from time to time under Section 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), or the enhanced managerial limits as approved by the shareholders of the Company, unless approved by the Central Government.
- V. In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013, or the Income Tax Act, 1961, shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

The Board, after due deliberation, is of the considered view that his continued association is of critical importance to the Company. The Board believes that Mr. Sharma's continued guidance, industry expertise, and strategic oversight will remain instrumental in ensuring stability, continuity, and sustained growth. His leadership is believed to be vital for navigating the next phase of the Company's development.

The proposed re-appointment of Mr. Rakesh Kumar Sharma as the Executive Chairman of the Company is in accordance with the first proviso to Section 196(2) of the Companies Act, 2013, which expressly permits re-appointment of a managerial person prior to the expiry of the existing term, subject to the requisite approvals. The remuneration terms are also in full compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

A copy of the draft letter for re-appointment of Mr. Sharma as an Executive Chairman of the Company setting out the terms and conditions are open for inspection by the members at the Registered and Corporate Office of the Company on all working days (*except Saturdays, Sundays and Gazetted Holidays*) during 12 Noon to 3:00 PM up to the date of the Meeting.

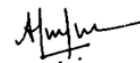
A brief profile of Mr. Sharma, pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement), 2015, is appended at **Annexure-A**.

Mr. Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Executive Chairman (Whole-Time Director). He is not debarred from holding the office of a Director by virtue of any order of any authority.

Mr. Rakesh Kumar Sharma and his relatives, to the extent of their shareholding, if any, in the Company, are deemed to be interested/ concerned in the resolution set out at Item No. 5 of the Notice. Save and except the above, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the **Special Resolution** as set forth in Item No. 5 for approval of the Members.

**By order of the Board of Directors
For India Exposition Mart Ltd.**



(Anupam Sharma)

Company Secretary and Compliance Officer

Membership No.: A32675

Date: January 31, 2026

Place: Greater Noida

**BRIEF RESUME AND OTHER INFORMATION IN RESPECT OF DIRECTOR
SEEKING RE-APPOINTMENT**

{Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement),
2015}

Name of Director	Mr. Rakesh Kumar Sharma
PAN	AANPS5789F
DIN	00885257
Nationality	Indian
Date of Birth	30/04/1958
Age	67 years
Date of first appointment on the Board	12/04/2001
Date of Proposed Re-Appointment	01/11/2026
Qualifications	Bachelor of Arts degree from the University of Delhi, Postgraduate in Public Administration and International Foreign Trade and Diploma in International Foreign Trade. He has also successfully completed the Executive Development Programmes on Export Procedure and Documentation and Export Marketing of Handicrafts organised by the Indian Institute of Foreign Trade. He has also completed the Training Programmes on International Marketing of Jute Diversified Products conducted by the International Trade Centre, UNCTAD/GATT (Geneva) and the Blueprint for Success conducted by Qualified learning Systems Inc. (USA) in cooperation with Qualified Learning Systems (India).
Experience & Expertise	Mr. Rakesh Kumar Sharma has been a key person for the Company and its subsidiary, Expo Digital India Private Limited (EDIPL), along with key industry institutions such as the Export Promotion Council for Handicrafts (EPCH) and the Handicrafts & Carpet Sector Skill Council (HCSSC). He has held several prominent leadership positions, including Director General of EPCH. He has received numerous prestigious awards, including lifetime achievement honors, international recognitions, and India's first-ever "JETRO's Commendation Award" from the Ministry of Industry & Trade, Government of Japan.
Names of Listed Entities in which the person also holds directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past 3 years	NIL
Relationship with other Directors, Manager or KMP	NIL
Membership/ Chairmanship of Committee of other Board	<ol style="list-style-type: none"> 1. Risk Management Committee (<i>Chairmanship</i>) 2. Banking & Financial Operations Committee (<i>Chairmanship</i>) 3. Solo Exhibition-Mart Promotion & Redressal Committee (<i>Chairmanship</i>) 4. Corporate Social Responsibility Committee 5. Stakeholders Relationship Committee 6. Nomination & Remuneration Committee 7. Marketing Committee 8. Project-Execution-Operations & Maintenance Committee 9. ExpoInn Review Committee 10. Human Resource Review Committee 11. IPO Committee

Directorship held in other companies	<ol style="list-style-type: none">1. Expo Digital India Private Limited2. Garment Technology Expo Private Limited3. Bharat Tex Trade Federation4. Uttar Pradesh Export Promotion Council5. Jammu and Kashmir Trade Promotion Organisation6. The Council of EU Chambers of Commerce of India
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**VENUE OF 14TH EXTRAORDINARY GENERAL MEETING – LOCATION AND
ROUTE MAP**

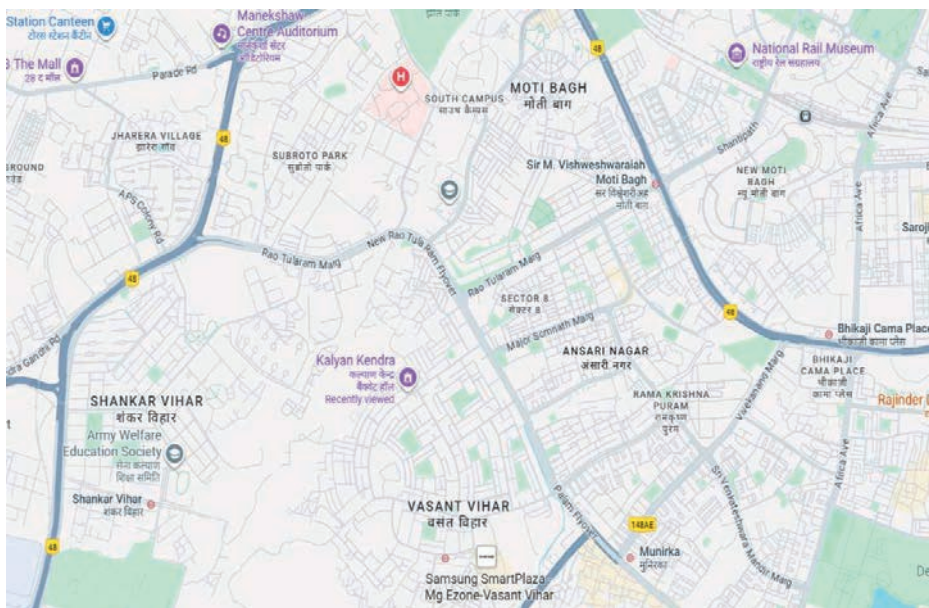
**INDIA EXPOSITION MART LTD.
CIN: U99999DL2001PLC110396**

Address of Venue:

“Govt. Servants Co-operative House Building Society Limited”,
Kalyan Kendra, 9, Paschimi Marg,
Vasant Vihar, New Delhi – 110057

Nearest Landmark:

Modern School, Vasant Vihar, New Delhi - 110057





INDIA EXPOSITION MART LTD.

Registered Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar, Phase-1, Delhi – 110091
info@indiaexpocentre.com | www.indiaexpomart.com
Phn No.: +91-120-2328011-20
CIN: U99999DL2001PLC110396

14th Extraordinary General Meeting

ATTENDANCE SLIP

Full name of the Member in Block Letters:

Folio No./ DP ID Client ID:
No. of Shares held:

I, hereby record my presence at the 14th Extraordinary General Meeting of India Exposition Mart Ltd., held on **Tuesday, March 10, 2026**, at **11:30 AM** at **“Govt. Servants Co-operative House Building Society Limited”, Kalyan Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi – 110057.**

Signature of the Member/ Proxyholder

Note: Only Member of the Company or their Proxies will be allowed to attend the Meeting. Please complete this attendance slip and hand it over at the entrance of the meeting hall.



INDIA EXPOSITION MART LTD.

Registered Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar, Phase-1, Delhi – 110091
info@indiaexpocentre.com | www.indiaexpomart.com
Phn No.: +91-120-2328011-20
CIN: U99999DL2001PLC110396

14th Extraordinary General Meeting

**PROXY FORM
Form No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
.....
Email ID:
Folio No.:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1 Name:
Address:
E-mail ID: Signature: or
failing him/her

2 Name:
Address:
E-mail ID: Signature: or
failing him/her

3 Name:
Address:
E-mail ID: Signature: or
failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th
Extraordinary General Meeting of the Company, to be held on **Tuesday, March 10, 2026**, at
11:30 AM at **“Govt. Servants Co-operative House Building Society Limited”, Kalyan
Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi – 110057** and at any adjournment thereof
in respect of such resolutions as are indicated:

Resolution Number	Resolution
SPECIAL BUSINESS	
1.	Approval for Sanction of Borrowing Powers of the Company pursuant to Section 180(1)(c) of The Companies Act, 2013
2.	Enhancement of Financial Assistance in the Form of Loan u/s 185 of The Companies Act, 2013
3.	Approval for Increase in Option Pool under Employee Stock Option Plan 2021 (“ESOP 2021”/ “Plan”)
4.	Approval for Enhancement of Managerial Remuneration Payable to Whole Time Director pursuant to Section 197 of The Companies Act, 2013
5.	Re-appointment of Mr. Rakesh Kumar Sharma (DIN: 00885257) as the Executive Chairman (Whole-Time Director) of the Company

Signed this day of 2026.

AFFIX ₹1/- REVENUE STAMP

(Signature of Shareholder across the revenue stamp)

[Signature of the proxy holder(s)]

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting