



INDIA EXPOSITION MART LIMITED

Registered Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar, Phase-1, Delhi – 110091
CIN: U99999DL2001PLC110396

NOTICE TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that TENTH EXTRAORDINARY GENERAL MEETING (“EGM”) of THE MEMBERS of INDIA EXPOSITION MART LTD (the “**Company**”) will be held on MONDAY, OCTOBER 25, 2021 at 11:00 a.m. 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:

ITEM NO.1 ADOPTION OF ALTERED MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made thereunder and subject to necessary statutory approvals and modifications), if any, consent of the members be and is hereby accorded for modification, substitution, addition and deletion in Clause 3 i.e. the Objects Clause of the Memorandum of Association of the company as follows:

- A. In clause 3A-‘Main Objectives’, to insert the following sub clauses after sub clause i and consequently changing the object numbering as may be appropriate
- ii. To provide and run a credible and competent venue for Exhibitions, Conferences, Conventions, Congress and promote a destination for MICE Industry;
 - iii. To plan, erect, maintain, operate and manage a Hotel/ Guest House facility and manage, sell/ lease or to permit use therein and act in such manner and way as the company deems fit;
 - iv. To create/ purchase and /or let and/ or take on lease, lands to erect a multi-storey parking facility for vehicles and other facilities to run and maintain such centres worldwide with upto date technology;
 - v. To conduct or create company's own exhibitions or conferences and to provide/disseminate knowledge/technical know-how on related or upcoming similar centres and / or conduct seminars, courses and provide conceptual ideas/consultancy for facility management or other related services in which the company is engaged in.
- B. In clause 3B - 'Objects ancillary or incidental to the attainment of Main objects', to insert the following sub clauses after sub clause xxxiii and consequently changing the object numbering as may be appropriate
- xxxiv. To undertake and carry on the business of e-commerce, creating virtual malls, stores, shops, creating shopping catalogs, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in India and abroad not including banking and money circulating business and to provide warehousing facility;
 - xxxv. To expand the exhibition centre inside and outside the existing complex in India and overseas and to hold, conduct, organize conferences all over India and abroad.

- C. Merging the objects of the company mentioned under clause 3C 'Other Objective' with clause 3B 'Objects ancillary or incidental to the attainment of main object' and consequently changing the object numbering as may be appropriate,
- D. Wherever required the reference to various sections of Companies Act, 1956 be replaced with the corresponding sections of the Companies Act, 2013 in Clause 3B of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule 1 of the Act, the Clause 3A and 3B of the Memorandum of Association of the company, be renamed as under:

Clause 3A- The objects to be pursued by the company on its incorporation are:

Clause 3B- Matters which are necessary for furtherance of the objects specified in clause 3A are:-

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any one of the Director, Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, New Delhi/ Ministry of Corporate Affairs), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolution.”

ITEM NO. 2 ADOPTION OF NEW ARTICLE OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to necessary statutory approvals and modifications, if any, the existing Articles of Association of the company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, a copy of which is placed before the members and the regulations contained in the new set of Articles be and is hereby adopted and approved as the Articles of Association of the company in place, substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any one of the Director, the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, New Delhi/ Ministry of Corporate Affairs), in connection with the amendment of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolution.”

ITEM NO. 3 SUB-DIVISION OF SHARE CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 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) and the relevant rules framed thereunder, approval of the members of the Company, be and is hereby accorded to the Sub-Division of 1 (One) fully paid-up Equity Share of the company having a face value of Rs 10/- (Rupees Ten only) each into 2 (Two) fully paid-up Equity shares having face value of of Rs 5/- (Rupees Five) each.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity shares of the company, the Authorized Share Capital consisting of 10,00,00,000 Equity Shares of face value of Rs. 10/- (Rupees Ten) each shall stand sub-divided into 20,00,00,000 Equity shares of face value of Rs. 5 (Rupees Five) each from the record date without altering the aggregate amount of share capital.

RESOLVED FURTHER THAT pursuant to Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause as under:

“Clause 5. The Authorized Share Capital of the Company is Rs. 100, 00, 00,000 (Rupees Hundred Crores) only divided into 20,00,00,000 (Twenty Crores) equity shares of Rs. 5 (Rupees Five) each.”

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the issued, subscribed and paid up 37,000,000 equity shares of the Company having face value of Rs. 10/- (Rupees Ten only) each shall stand sub- divided into 74,000,000 equity shares having face value of Rs. 5/- (Rupee Five only) each without altering the aggregate amount of such capital and shall rank pari passu in all respects with and carry the same rights as to the existing fully paid-up Equity share of Rs. 10/- (Rupees Ten only) each of the Company and shall be entitled to participate in full in any dividend to be declared after subdivision of equity shares.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu thereof, within the prescribed time period and subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialized form, the appropriate number of sub-divided Equity Shares of Rs. 5/- (Rupee five only) each shall be credited to the respective beneficiary accounts of the members with their respective depository participants, in lieu of the existing credits representing the Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company and to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, in relation to or in connection with or for matters in relation/ consequential to the Sub-division of shares including execution and filing of all the relevant documents with the other appropriate regulatory and statutory authorities”

ITEM NO. 4 APPROVAL OF THE ‘INDIA EXPOSITION MART EMPLOYEE STOCK OPTION PLAN, 2021’ (“ESOP 2021”/ “PLAN”)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) read with circulars, if any, issued thereunder to the extent applicable, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject 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, the approval of the members be and is hereby accorded to the **‘India Exposition Mart Employee Stock Option Plan 2021’ (“ESOP 2021” or “Plan”)**, authorizing the Board of Directors of the Company (*hereinafter referred to as “Board” which term shall be deemed to include any committee including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution*) to create, offer, and grant up to, not exceeding 1,850,000 (*Eighteen lakh fifty Thousand*) employee stock options (“Options”), in one or more tranches, from time to time, to or for the benefit of such person(s) who are in permanent employment of the Company and/ or of its subsidiary company(ies), in or outside India, including any director, whether whole time or not (other than promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), subject to their eligibility as may be determined under ESOP 2021, exercisable into not more 1,850,000 (*Eighteen lakh fifty Thousand*) equity shares of face value of Rs. 10 (*Rupees Ten*) each fully paid-up, to be allotted to the option grantees by the Company, where one Option upon exercise shall convert in to one equity share of the Company subject to payment/ recovery of requisite exercise price and applicable taxes, on such further terms, conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2021.

RESOLVED FURTHER THAT the equity shares of the Company as specified hereinabove shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOP 2021 or any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of the SEBI SBEB & SE Regulations to the extent applicable, the Memorandum and Articles of Association of the Company and any other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies/standards prescribed from time to time under the applicable laws and to the relevant provision of the SEBI SBEB & SE Regulations after initial public offer its equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

ITEM NO. 5 APPROVAL OF GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER ‘INDIA EXPOSITION MART LTD- EMPLOYEE STOCK OPTION PLAN 2021’

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) read with circulars issued thereunder to the extent applicable, the relevant provisions of the Memorandum and Articles of Association of the Company and subject 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, the approval of the members be and is hereby accorded to **the ‘India Exposition Mart Employee Stock Option Plan 2021’ (“ESOP 2021” or “Plan”)**, authorizing the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee, including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to grant from time to time, in one or more tranches, such number of employee stock Options (“Options”) under ESOP 2021 within the limit prescribed therein to or for the benefit of the permanent employees including directors whether whole-time or not (other than promoter(s), persons belong to the promoters group, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of any subsidiary company(ies) of the Company, whether in or outside India, subject to their eligibility as may be determined under ESOP 2021, exercisable into corresponding number of equity shares of face value of Rs. 10 (*Rupees Ten*) each fully paid-up, where one Option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2021.”

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOP 2021 or any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules,

2014, relevant provisions of the SEBI SBEB & SE Regulations to the extent applicable, the Memorandum and Articles of Association of the Company and any other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies/standards prescribed from time to time under the applicable laws and to the relevant provision of the SEBI SBEB & SE Regulations after initial public offer its equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

ITEM NO. 6 APPROVAL OF GRANT OF EMPLOYEE STOCK OPTION EQUAL TO MORE THAN 1% OF ISSUED CAPITAL TO THE IDENTIFIED EMPLOYEES

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

“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, the relevant provisions of the Memorandum and Articles of Association of the Company 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, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (*hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution*) to create, offer and grant from time to time such number of employee stock options (“Options”) to each of the proposed Option grantees or holders of designated positions namely the Chairman and Non-executive non independent director, whether existing or joining in future subject to their joining under the **‘India Exposition Mart Employee Stock Option Plan 2021’ (“ESOP 2021”/ “Plan”)**, exercisable into equal number of equity shares of face value of Rs. 10 (*Rupees Ten*) each fully paid up in the Company, which may individually be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company as on the date of grant.”

RESOLVED FURTHER THAT the equity shares of the Company as specified hereinabove shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOP 2021 or any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of the SEBI SBEB & SE Regulations to the extent applicable, the Memorandum and Articles of Association of the Company and any other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies/standards prescribed from time to time under the applicable laws and to the relevant provision of the SEBI SBEB & SE Regulations after initial public offer its equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

ITEM NO. 7 APPOINTMENT OF MR. RAKESH KUMAR SHARMA, AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS (EXECUTIVE CHAIRMAN)

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

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, Nomination and Remuneration committee, and in accordance of the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby given for appointment of Mr. Rakesh Kumar Sharma (DIN: 00885257), as a Whole time Director of the Company, designated as “Executive Chairman” by the Board of Directors, for a period of 5 years with effect from November 1, 2021 to October 31, 2026, not liable to retire by rotation, on the payment of remuneration and other terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the specified tenure.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

New Delhi
September 29, 2021

By order of the Board
Sd/-
(Anupam Sharma)
Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act 2013 ('Act') in respect of the Special Business under item no. 1 to 7 of the notice, is annexed hereto.
2. **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 fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent 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.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/ Proxy are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. 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 KFin Technologies Private Limited in case the shares are held in physical form with a cc to cs@indiaexpocentre.com.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice of the general meeting and other communications through electronic mode to those Members who have registered their email address with the Company. To support the 'Green Initiative', 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 September 24, 2021. The notice is also posted on the website of the company, www.indiaexpomart.com and are also available for inspection at the Company's Registered Office and Corporate Office during specified office hours. The Notice of EGM and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company, unless the Members have registered their request for the hard copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the EGM. Proxies attending the meeting on behalf of members are also requested to submit a duly filled in Attendance Slip at the Registration Counter at the EGM.
8. All documents specifically stated to be open for inspection at the registered and corporate office of the company between 12 Noon and 3 PM on all working days (except Saturdays, Sundays and Holidays) up to the date of the Extraordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the Extraordinary General Meeting.

9. Remote E-voting

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 substituted by Companies (Management & Administration) Amendment, Rules, 2015, 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 National Securities Depository Limited (“NSDL”).

10. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence on Wednesday, October 20, 2021 at 10:00 AM and will end on Sunday, October 24, 2021 at 05:00 PM. The remote e-voting facility 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 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. The Company has appointed Mr. Vaibhav Jain, Practising Chartered Accountant of M/s Mehra Goel & Co. (M. No. 515700), 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.
12. 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.
13. Members whose names are recorded in the Register of Members with the company as on the Cut-off date i.e. October 18, 2021, shall be entitled to avail the facility of remote e-voting or voting facility available at the meeting, as the case may be.

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline details of the same has been uploaded on the website of the company under Investor Relations tab . Also, the list of shares that have been transferred to IEPF Demat Account for the financial year 2012-13 is available on the website of the company at (<https://indiaexpomart.com/wp-content/uploads/2020/12/Details-of-IEPF-Transfers.pdf>).

Kindly note that members receiving physical copy of the Notice of EGM (for members whose email addresses are not registered with the company or requesting a physical copy) the initial password is provided, as follows, attached with the cover letter of Notice of EGM.

USER ID

PASSWORD

THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE EGM





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 members holding securities in demat mode:

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| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>A. NSDL IDeAS facility If you are already registered, follow the below steps: 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” appearing on left hand side under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and remote e-Voting during the meeting.</p> <p>If you are not registered, follow the below steps: 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> <p>B. Visit the e-Voting website of NSDL 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and remote e-Voting during the meeting.</p> <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 data-bbox="511 1585 1023 1890"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div> |
|---|--|

| | |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (‘CDSL’)</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will see the e-Voting Menu. The Menu will have links of ESP i.e. NSDL Portal. Click on NSDL to cast your vote. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/ EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) logging through their depository participants</p> | <ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and remote voting during the meeting. |

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

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

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022- 23058738 or 022-23058542-43 |

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

(a) Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| 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*****. |
| For Members holding shares in Physical Form | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.co.in 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

OTHER INSTRUCTIONS

14. 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.

15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in
16. 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).
17. 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 October 18, 2021, 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.
18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of the Extraordinary General Meeting and holding shares as of the cut-off date i.e. October 18, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the company.
19. 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 can 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.: 1800-222-990.
20. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e October 18, 2021 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.
21. The facility for voting, either through electronic voting system, shall be made available at the meeting and the members attending the EGM who have not already cast their votes by remote e-voting or members whose email IDs / links face unexpected errors, if any, shall be able to exercise their right at the EGM. 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.
22. At the Extraordinary General Meeting, 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.
23. The Scrutinizer shall immediately after the conclusion of voting at the Extraordinary General Meeting, first count the votes at the Extraordinary General Meeting, 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 authorised by him in writing who shall countersign the same.
24. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
25. The results of the electronic voting shall be declared after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the company's website www.indiaexpomart.com and on the website of NSDL www.evoting.nsdl.com.
26. 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.
27. The route map showing directions to reach the venue of the Extraordinary General Meeting is annexed.

Contact details:

Company

India Exposition Mart Limited

Regd. office: Plot No. 1, 210, Atlantic Plaza,
2nd Floor, Local Shopping Centre
Mayur Vihar Phase-I, Delhi - 110091
CIN: U99999DL2001PLC110396
Email: cs@indiaexpocentre.com
Ph: +91 120 2328011

E-voting agency

National Securities Depositories Ltd.

<https://evoting.nsdl.com/>
contact on Toll free number 1800-222-990

Scrutinizer

Mr. Vaibhav Jain

Practising Chartered Accountant
M/s Mehra Goel & Co.
vaibhavjain@mehragoelco.com
M: 9711310004

Registrar and Transfer Agent

KFin Technologies Private Limited

Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad - 500 032, Telangana.
einward.ris@kfintech.com,
Toll Free number: 1-800-309-4001

EXPLANATORY STATEMENT UNDER SECTION UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Memorandum of Association of the Company ("MoA") were framed in 2001 under the form prescribed under the Companies Act, 1956 and contain references to specific sections of Companies Act, 1956. Pursuant to the applicability of the Companies Act, 2013 and widening of Company's prospects, it is necessary to align the provisions of the MoA to the prescribed provisions of the Companies Act, 2013.

Further, the main objects are proposed to be altered as the Company looks towards widening the sphere of its main objects with which the company was formed and the activities to cover new and emerging areas of business.

In view of the said requirements and the strategic expansion plans of the Company, the Objects Clause is proposed to be amended as follows:

- i. The Objects Clause will now have 2 parts viz. Part A - "Main Objectives and;
- ii. Part B - Objects Ancillary or incidental to the attainment of Main Objects

The title of the existing Part C - "Other Objectives" is proposed to be deleted and the eight sub-clauses falling under the existing Part C are to be included under the ambit of Part B of Clause 3 and are to re-numbered.

Copies of the existing and amended Memorandum of Association will be available for inspection by members during business hours at the registered office of the Company for 21 days before the Extra ordinary General Meeting and can also be viewed on the Company's website at <https://indiaexpomart.com/wp-content/uploads/2019/12/Memorandum-and-Articles-of-Association.pdf>

Any alteration of the Memorandum of Association of the Company requires approval of the members of the Company by means of a Special Resolution under section 13 of the Companies Act, 2013.

The Board of Directors vide its resolution dated September 29, 2021 has accorded its approval to the proposed alteration of the Memorandum of Association.

A copy of the proposed amended Memorandum of Association (MOA) is available for inspection in physical by the members at the registered office of the company during normal business hours on all working days from date of dispatch of the Notice, upto the last day of voting i.e., October 24, 2021, and also available on the website of the company at <https://indiaexpomart.com/wp-content/uploads/2021/09/Proposed-amended-MOA-AOA.pdf>

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 1 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2

The Articles of Association of the Company ("AoA") were framed in 2001 under the form prescribed under the Companies Act, 1956 and contain references to specific sections of Companies Act, 1956. Pursuant to the applicability of the Companies Act, 2013, it is necessary to align the provisions of the AoA to the prescribed provisions of the Companies Act, 2013 and the rules made thereunder.

Copies of the existing and amended Articles of Association will be available for inspection by members during business hours at the registered office of the Company for 21 days before the Extra ordinary General Meeting and can also be viewed on the Company's website at <https://indiaexpomart.com/wp-content/uploads/2019/12/Memorandum-and-Articles-of-Association.pdf>

Any alteration of the Articles of Association of the Company requires approval of the members of the Company by means of a Special Resolution under section 14 of the Companies Act, 2013. The Board of Directors vide its resolution dated September 29, 2021 has accorded its approval to the proposed alteration of the Memorandum of Association.

A copy of the proposed amended Articles of Association (AOA) is available for inspection in physical by the members at the registered office of the company during normal business hours on all working days from date of dispatch of the Notice, upto the last day of voting i.e. October 24, 2021 and also available on the website of the company at <https://indiaexpomart.com/wp-content/uploads/2021/09/Proposed-amended-MOA-AOA.pdf>

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 2 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Item No. 3

Presently, the Authorized Share Capital of your Company is Rs. 100,00,00,000/- (Rupees Hundred Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares Rs. 10/- each and the Paid-up Share Capital of the Company is Rs. 370,000,000/- (Rupees Thirty seven crores only) divided into 37,000,000 (Three Crore seventy lakh only) Equity Shares of Rs. 10/- each fully paid-up.

The Board of Directors in their meeting held on September 29, 2021, with a view to increase the liquidity of company shares, considered and approved the proposal of restructuring the Share Capital of the Company by sub-dividing Equity Shares into face value of Rs.5/- per share in place of Rs. 10/- per share. Article 55 of the Articles of Association of the Company permits sub-division of shares subject to approval of Members.

Pursuant to the provisions of Section 13 Section 14 and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares and consequent amendment to Clause 5 of the Memorandum of Association.

After approval of the resolutions set out at Item No 3, the Board of Directors or Committee thereof will be fixed the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

The Board of Directors are of the opinion that the aforesaid sub-division of the face value of Equity Shares, is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 3 as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No. 4 & 5

The Company appreciates the critical role its key employee's play in the organizational growth. It strongly feels that the value created by its key employees should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate, and incentivize senior and critical talents in line with corporate growth and creation of shareholders' value, the Company intends to implement an employee stock option plan namely 'India Exposition Mart Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan") for key employees including directors of the Company as eligible under Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and as determined from time to time. The proposed Plan is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") read with circulars, if any, issued thereunder to the extent applicable.

Accordingly, the Nomination and Remuneration Committee ("Committee") and the Board of Directors of the Company ("Board") at their respective meetings held on September 29, 2021 has approved the introduction of ESOP 2021, subject to your approval.

Particulars as required under the applicable laws:

a) Brief description of the scheme:

The ESOP 2021 provides for grant of employee stock options ("Options") to the permanent employees including directors (collectively referred to as "employees") of the Company, and that of its subsidiary company(ies), as may be permissible under the Companies Act and the SEBI SBEB & SE Regulations.

Upon vesting of Options, the eligible employees earn a right (but not an obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall superintend and administer the ESOP 2021 with terms of reference of such powers as delegated by the Board or as are available under the applicable laws. All questions of interpretation of the Plan shall be determined by the Committee as per terms of ESOP 2021 and applicable laws.

b) Total number of Options to be granted:

A total of 1,850,000 (*Eighteen lakh fifty Thousand*) Options would be available for being granted to the eligible employees of the Companies under ESOP 2021. Each Option when exercised would be converted into one equity share of face value of Rs. 10 (*ten*) each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-grant. The Committee is authorized to re-grant such lapsed / cancelled Options as per the ESOP 2021.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of Options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

In case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

c) Identification of classes of employees entitled to participate in the ESOP 2021:

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a director of the Company, whether a whole-time director or not but excluding an independent director; or
- (iii) employees as mentioned in (a) and (b) of the Subsidiary Company(ies),

but excludes

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a director who either by himself or through his relatives or through any body-corporate directly or indirectly, holds more than 10% of the issued and subscribed Shares of the Company; and
- c) a director being independent director, if any, to the extent restricted under the applicable laws.

Provided that after listing of shares of the Company, the term “employee” specified hereinabove shall be determined as per provisions of SEBI SBEB & SE Regulations.

d) Appraisal process for determining the eligibility of the employees to employee stock options:

The Options shall be granted to the employees as per eligibility criteria determined by the Committee as it deems fit, from time to time, which may include attributes like past performance, achievement of key performance indicators, future potential, etc.

e) Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment or service on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest (subject to the minimum and maximum vesting period as specified below).

The vesting period of Options granted shall vest in not earlier than 1 (one) year and not more than 4 (four) years from the date of grant of such Options. The exact proportion in which and the exact period over which the Options would vest would be determined by the Committee at the time of grant, subject to the minimum vesting period of one year from the date of grant of Options.

f) The maximum period within which the Options shall be vested:

The Options granted shall vest in not more than **4 (four)** years from the date of grant of such Options.

g) The exercise price or pricing formula:

The exercise price per Option shall be determined by the Committee which in any case shall not be less than the face value of the share of the Company as on date of grant.

h) The exercise period and the process of exercise:

The vested Options can be exercised by the employees within a maximum exercise period of **5 (five) years** from the date of the vesting of such Options.

However, in case of death and permanent incapacity while in employment or service, the exercise period shall be up to a maximum of exercise period of **12 months** commencing from the date of death or permanent incapacity, as the case may be.

The Options will be exercised by the employees by a written application to the designated officer of the Company in such manner, and on execution of such documents, as may be prescribed in this regard from time to time.

The Option will lapse if not exercised within the specified exercise period.

i) Lock-in period:

The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws specifically in connection with or after listing of company's shares.

j) Maximum number of Options to be issued per employee and in aggregate:

Number of Options that may be granted to any individual employee under the ESOP 2021 shall be lesser than **2% (Two percent)** of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of Option.

k) Maximum quantum of benefits to be provided per Employee:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2021.

l) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The ESOP 2021 shall be implemented and administered directly by the Company. However, the Company may seek members' approval in case of change of route of implementation is thought expedient in future.

m) Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan contemplates new issue of shares by the Company.

n) The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under ESOP 2021.

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):

This is not relevant under the Plan as the Plan contemplates to use fresh shares to be issued by the Company.

p) Method of option valuation:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Options granted as per prescribed under Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

q) The conditions under which Options vested in employees may lapse:

The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

r) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:

In case of resignation / termination without misconduct, all vested Options can be exercised by the employee within a period of **3 (three) months** from the last working day, or by the date of expiry of exercise period as specified in the grant letter, whichever is earlier. In case of retirement of an employee, all vested Options as on the date of retirement can be exercised by the Option grantee within the exercise period as specified in the grant letter which shall not exceed the maximum exercise period stated above.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

t) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies/standards prescribed as per prevailing accounting guidelines and upon listing of securities of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the SEBI SBEB & SE Regulations.

u) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Item no 6

The Board has sought your approval to implement India Exposition Mart Employee Stock Option Plan 2021 ("ESOP 2021"). The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. It would be implemented keeping in view the incentivization requirements of the key employees through equity-based compensation.

It is imperative that the teams led by holders of designated positions namely the Executive Chairman and the Non-executive non independent director, have substantial interest in the business and for that reason grant of

so much of the employee stock options (“Options”) have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability.

In the background above, approval of the members’ is being sought for the issue of so much of the Options to the aforesaid personnel being equal to or more than 1% (One percent) of the issued capital of the Company as on date of grant.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in these resolutions, except to the extent of the securities that may be offered to them under the ESOP 2021.

Accordingly, your Board recommends passing of the resolutions as set out in the accompanying notice.

Item No. 7

Subject to the approval of the members of the Company, it is proposed to appoint Mr. Rakesh Kumar Sharma as the Whole-time Director of the company (designated as “Executive Chairman”) by the Board of Directors for a term of 5 years with effect from November 1, 2021 to October 31, 2026. A brief profile of Mr. Rakesh Kumar Sharma, in terms of the provisions of Section 196, 197 is provided elsewhere in the Notice.

The proposed remuneration and terms and conditions of appointment of Mr. Rakesh Kumar Sharma, as Whole-time Director designated as “Executive Chairman” by the Board of Director is as given below:

- a. The Whole-time Director shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company;
- b. In consideration of the performance of his duties, the Whole-time Director shall be entitled to receive remuneration as stated herein below:
 - a) Fixed Remuneration (per month): Fixed Remuneration shall include Basic Salary and the Company’s Contribution to Provident Fund and Gratuity Fund. The Basic Salary shall be in the following range:

| Particulars | Amount (Rs) |
|----------------------------------|--------------------|
| Basic (per month) | 4,00,000 |
| House Rent Allowance (per month) | 2,00,000 |
| Special Allowance (per month) | 1,50,000 |
| Gross (per month) | 7,50,000 |
| Provident Fund Contribution | 8,400 |
| Cost to company (per month) | 7,58,400 |

For Gratuity, Provident Fund, Superannuation, and other like benefits, if any, the service of Mr. Rakesh Kumar Sharma will be considered as continuous service from the date of his joining the Company. The Annual Basic Salary and increments will be decided by the Nomination and Remuneration Committee/Board of Directors depending on the performance of the Directors, the profitability of the Company and other relevant factors.

- b) Other Perquisites and Benefits:

In addition to the fixed remuneration, the following perquisites may be granted in the manner as the Board may decide as per the policy /rules of the company:

-Corporate Club membership,

- Company car with driver for official use, provision of broadband/ telephone at residence, payment / reimbursement of expenses thereof

- Such other perquisites and allowances as per policy / rules of the company in force and/or as may be approved by the Board from time to time

- c) Bonus: The bonus will be calculated and payable 2 percent on the yearly net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 and participation in any future benefits, options that might be reserved for the employees including Employees Stock Option Scheme. The bonus payable on a yearly basis shall be adjusted for the relative performance of the Company as per the method approved by the Board, Nomination and Remuneration Committee.
- d) Overall Remuneration: The aggregate of salary and 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 to the abovementioned Director from time to time, shall not exceed the limits prescribed from time to time under Sections 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), unless approved by the Central Government.
- e) Sitting Fees: The Executive Chairman shall not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company or committees thereof.

Notes:

- I. 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.
- II. Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the abovementioned director, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013, except with the approval of members by a Special resolution.
- III. The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion revise the same from time to time within the maximum limits stipulated above.
- IV. 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.
- V. If at any time the above-mentioned Director cease to be in the employment of the Company for any cause whatsoever, he shall cease to be the Whole-time Director of the Company.

The Board recommends the resolution as set out at item number 7. Mr. Rakesh Kumar Sharma may be deemed to be interested in the resolutions at item No. 7.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

I. General Information:

1. Nature of Industry: The company provides venue of international standards for exporting handicrafts and hosting exhibitions, fairs, trade shows, conventions, and seminars. A Combination of trade mart with

exhibition & convention facilities and India's first state of the art project for cottage sector wherein Round 'O' Clock International Marketing has been conceptualized.

2. Date or expected date of commencement of commercial production: NA, However, the company was incorporated in the year 2001 with the commencement of operation in the year 2006 but not engaged in any form of commercial production.
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
4. Financial Performance based on given indicators:

| Particulars | 2020-21 (Rs) | 2019-20 (Rs) |
|--|-------------------------|-------------------------|
| Total income | 190,499,475 | 1,608,847,349 |
| Total expenses excluding Depreciation | 276,080,162 | 902,710,268 |
| Depreciation | 121,407,796 | 88,987,257 |
| Profit/Loss before tax | (206,988,482) | 617,149,824 |
| Less: Provision for current tax/ deferred tax | (6,844,596) | 159,587,460 |
| Exceptional and extraordinary Items | (21,196) | 110,753 |
| Profit/Loss after tax | (200,165,082) | 457,673,117 |
| Appropriation made as under | | |
| Transfer to reserve | NIL | NIL |
| Profit / Loss Account available for appropriation | 861,256,308 | 1,131,077,267 |
| Adjustment on account of depreciation | NIL | (1,204,124) |
| Provision for CSR expenditure | (9,218,356) | (5,693,984) |
| Provision for Mart maintenance Reserve | (16,212,977) | (18,150,569) |
| Proposed Dividend including Corporate Dividend Tax | NIL | (44,607,200) |
| Share Premium | NIL | 26,127,000 |
| Profit / Loss Account balance carried forward | (861,951,975) | 1,087,548,390 |

5. Foreign investments or collaborations, if any: The company has neither made any foreign investments nor has entered into collaborations during the last year

II. Information about the Appointee:

1. **Background Details:** Mr Rakesh Kumar is the key architect for conceptualisation and setting up of several important organizations in India such as setting up of India Expo Centre & Mart, Greater Noida, National Centre for Design & Product Development (NCDPD) for design and Product Development, Handicrafts & Carpet Sector Skill Council (HCSSC) to bridge the skill gap in the handicrafts & carpet sector. He has also been the Chairman of Indian Exhibition Industry Association

(IEIA), Founder Chairman of Buying Agents Association of Indian (BAA) and founder governing committee of Network for Certification and Conservation of Forest (NCCF).

2. **Past remuneration:** During the financial year ended March 31, 2021, Mr. Rakesh Kumar Sharma was paid only Rs. 154000 as sitting fees for attending Board and committee meetings.
3. **Recognition and Awards:**

Mr. Rakesh Kumar Sharma has been recognized with the following awards:

- First Indian to receive JETRO'S COMMENDATION AWARD for outstanding contribution of Indian Handicrafts to Japan by Ministry of Industry & Trade, Government of Japan
- SUPER ACHIEVER AWARD for contribution to the Handicrafts sector by Indiasgreatest.com Conferred with a Honoris Causa D. Litt By the The Tamil International university
- "THE IRON MAN" of The Exhibition Industry For 2016 at Exhibition Excellence Awards
- Awarded several times such as The Best Professional in MICE, "THE IRON MAN" of The Exhibition Industry, 'Lifetime Achievement Award' for tremendous contribution to the handicrafts sector by various reputed organization
- Covered by several magazines, newspapers, press & Media.

4. **Job profile Suitability:**

Mr. Rakesh Kumar Sharma : He is the Director General of Export Promotion Council for Handicrafts (EPCH), New Delhi is on the Board of 'The Council of EU Chambers of Commerce in India', 'Uttar Pradesh Export Promotion Council', 'Jammu and Kashmir Trade Promotion organization (JKTPO)', has been the Founder Member and first Chairman of Buying Agent Association of India and has served as the Former President of Indian Exhibition Industry Association (IEIA)

5. **Key Landmark Achievements**

- Concept to commissioning of IEML as Managing Director and Non-Executive Chairman.
- The multilateral growth of Export promotion council for Handicrafts i.e. membership, export growth, B2B events.
- Started and organised world-renowned Indian Handicrafts & Gifts Fair in 1994 which is recognised as 'World's largest congregation of handicrafts exhibitors under one roof' by "Limca Book of World Records"
- India's first standard & Traceability of wooden products accepted by 186 countries i.e. Vriksh certification,

Under his Leadership, following institutions/ organisations have been set up:

- Formation of National Centre for Design & Product Development (NCDPD)
- Setting up of Buying Agents Association (BAA)
- Indian Exhibition Industry Association (IEIA)
- Handicrafts & Carpet Sector Skill Council (HCSSC)

5. Remuneration Proposed:

Salary Proposed to Mr. Rakesh Kumar Sharma payable monthly and other perquisites other benefits etc. respectively, as fully set out herein above.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rakesh kumar Sharma, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the remuneration proposed to be paid to Mr. Rakesh Kumar Sharma, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

Reason for loss or inadequate profit:

As per the study conducted by international research firm 'Euro Asia Consulting' (EAC) in association with 'IEIA', the Exhibition industry in India contributes 23,800 crores INR (directly and indirectly) to the Indian economy, with approx. 550 events conducted annually in the organised sector. The sector enables trade/business transaction of over INR 3,00,000 crores, boosting and supporting the growth of various ancillary sectors while also being a colossal employment provider in the country. With a steady growth rate of almost 8%, the exhibitions sector has been consecutively growing faster than the GDP of the country during the past few years.

The sector has reported approx. all most all shows affected due to COVID 19 between March 20 to August 21, amounting to almost 100% of the total events conducted annually in the organised sector. All the stakeholders including the exhibition organisers, service providers, logistics providers and venue owners have been burdened with huge financial loss owing to the standstill situation brought in by COVID 19.

The complete / partial lockdown; economic slowdown and decline in consumer growth index and manufacturing coming to a standstill; closing of air space, non-availability of hotels, work from home concept and digital events; at least six months to one year lead time requirement for organising shows and drastic reduction of marketing expenditures played crucial roles for reason of loss or inadequate profit. The loss was also due to the fixed cost that the venue had to incur in order to maintain and upkeep of the facility.

Organisers expectation:

Exhibition industry constitutes of five verticals namely Venue, Organizer, Stand Service Provider, Logistics Service Provider and Media. However, the event takes place at the venue and the organizer first blocks the venue followed by other services. In the absence of venue, the organizers went to the digital platform area for conducting their exhibitions. However, the digital exhibition platform could not hold the established revenue model. It witnessed a sharp fall in cost which forced the organizers to cut down their pricing. Hence the digital revenue model became 10-15% of the original revenue model – which forced them to actively pursue for the physical model. The organizers expectations were:

- a) To request the authorities to withdraw the complete/partial lockdown seeking permissions from the local authority to start the business.
- b) The organizers also understood through various services conducted by their own companies that the size of exhibition shall reduce drastically. This forced the organizers to ask for a hefty discount from the venue and the Service Providers.
- c) Many organizers also received their dates from high demand period to low demand period and vice-versa requesting the venue to offer them rates commensurate with the low demand period.
- d) The GOI issued the permission to hold exhibitions. It was mentioned in the notification that an area with 3.25 sq. mtr. per person shall be made available with maximum 40% occupancy in an exhibition hall. This clause forced the organizers to ask for additional free space to accommodate the visitors and exhibitors as per the clause issued by Govt. of India.

The requested support measures from the government are as listed below:

1. Tax recommendations

- a. Income tax – Deferment of income tax liabilities (advance tax milestones of June and September could be deferred to December 2020);
- b. Release all income tax refunds with immediate effect
- c. GST – Deferment of the CGST/IGST liabilities
- d. Reduction of GST rate to 12%

2. Non-Tax recommendations

- a. Collateral free Working capital loans facilities for exhibition organisers, service providers and venue owners (for payment of salaries, wages, fixed costs etc.) to be made available at zero rate of interest
- b. Insurance Regulatory Development Authority (IRDA) to consider covering risks for pandemics together with other natural disasters for the events and exhibitions
- c. Subsidise the venue rentals for govt. owned venues to accommodate rescheduling of events postponed/ cancelled due to coronavirus for a period of 12 months
- d. Financial support to exhibitors to participate in all exhibitions to be scheduled post relaxation of advisories on bans of events by way of direct funding
- e. Issuance of temporary NOC to under construction venues, to operate for shows with requisite compliance arrangements, considering the overload on existing venues to provide fresh dates for events being rescheduled.

Steps taken for improvement:

- No penalties were charged for space surrender during COVID period.
- Flexibility in Venue pricing to support Organisers during COVID period.
- Relaxation in Payment schedules.
- Flexibility on date changes due to COVID.
- If show moves from LOW Season to HIGH season, flexibility/ rebates on pricing for FY 2021-2022 were given.
- Adjusting advances in case of cancelled shows with no immediate edition planned by the Organiser were done.
- Support in liaison with the local Govt. bodies were undertaken.

Other steps taken for Organisers

- Permanent Isolation room at the venue for suspected COVID patients.
- Upgraded and Seamless wi-fi arrangements to support hybrid models of shows.

- Permanent sanitizers stations for easy refill by Organisers at all strategic points
- Support in creating more compelling branding inventory at prominent locations across the venue.
- Arranged meetings with all Service Providers to follow the guidelines issued by the Government of India.
- Supported in providing larger space for accommodating desired number of persons as mandated by GOI notification
- Supported in extra set up and dismantling days

Expected increase in productivity

In order to achieve the Govt. of India's target of USD 400 billions of merchandise export this year, its is pertinent to open the international borders so as to enable outreach of the Made in India products to international markets.

With the above support extended and a spirited vaccination campaign; the following are expected:

- It is understood that there will be gradual opening up of the sector
- The show sizes shall remain small in the initial days and are expected to increase towards the last quarter of 21-22.
- Initially since there is no / limited international flights – hence the digital would still play a role to facilitate hybrid exhibitions.

The above support shall kick start some activities by the large event organisers which shall have a domino effect on the medium and small organisers to schedule their shows in the last quarter. The government policies will help revive the economy and that shall propel the exhibition participation in India and abroad. The second, third and last quarter of the next financial year is expected to see larger revival of the industry.

**ROUTE MAP OF VENUE OF EXTRA-ORDINARY GENERAL MEETING OF
INDIA EXPOSITION MART LIMITED**

CIN: U99999DL2001PLC110396

Venue of EGM - Location and Route Map

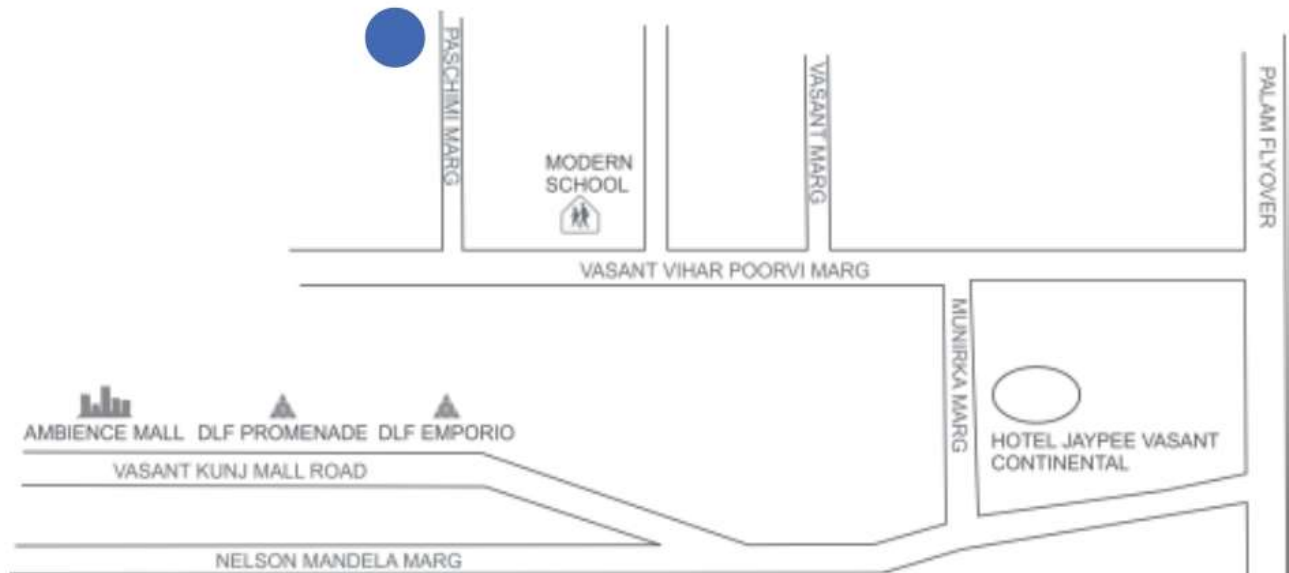
India Exposition Mart Limited
CIN: U99999DL2001PLC110396

***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 LIMITED

CIN: U99999DL2001PLC110396

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

Tel No.: 011-22711497, Website: www.indiexpomart.com

Extra-Ordinary General Meeting: October 25, 2021

ATTENDANCE SLIP

Full name of the Member in Block Letters:

| |
|-----------------------|
| Folio No./ DP IN No.: |
| No. of Shares held: |

I, hereby record my presence at the Extra-Ordinary General Meeting of India Exposition Mart Limited, held on Monday, October 25, 2021 at 11:00 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 LIMITED

CIN: U99999DL2001PLC110396

Regd. Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar Phase-I, Delhi – 110091
Tel No.: 011-22711497, Website: www.indiexpomart.com

Extra-Ordinary General Meeting: October 25, 2021

**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./ DP IN 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 Extra-Ordinary General Meeting of the Company, to be held on Monday, October 25, 2021 at 11:00 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 below:

| Resolution Number | Resolution |
|-------------------------|---|
| Special Business | |
| 1 | Adoption of altered Memorandum of Association |
| 2 | Adoption of new Article of Association |
| 3 | Sub-Division of Share Capital |
| 4 | Approval of the 'India Exposition Mart Employee Stock Option Plan, 2021' ("ESOP 2021"/ "Plan") |
| 5 | Approval of Grant of Employee Stock Options to the Employees of the Subsidiary company(ies) of the company under 'India Exposition Mart Employee Stock Option Plan, 2021' |
| 6 | Approval of Grant of Employee Stock Option equal or more than 1 percent of issued capital to the identified employees |
| 7 | Appointment of Mr. Rakesh Kumar Sharma, as Whole-time director, of the company designated as ("Executive Chairman") |

Signed thisday of2021.

| |
|--|
| AFFIX Rs. 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