



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 Tel No.: 011-22711497 Website: www.indiaexpomart.com

NOTICE TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that ELEVENTH EXTRAORDINARY GENERAL MEETING (“EGM”) of THE MEMBERS of INDIA EXPOSITION MART LIMITED (the “Company”) will be held on MONDAY, DECEMBER 27, 2021 at 11:30 AM 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: APPOINTMENT OF MOHAMMAD FAHAD IKRAM AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“**Companies Act**”), and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 16(1)(b) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and other applicable laws thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mohammad Fahad Ikram (DIN: 07030199)**, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, for a term of one year upto December 26, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary 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 this resolution."

ITEM NO. 2: APPOINTMENT OF MR. PRADIP NAVNITLAL MUCHHALA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended ("**Companies Act**"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 16(1)(b) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable laws thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr. Pradip Navnitlal Muchhala (DIN: 02493536)**, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, for a term of one year upto December 26, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary 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 this resolution."

ITEM NO. 3: APPOINTMENT OF MR. RAJESH KUMAR JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended ("**Companies Act**"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 16 (1)(b) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable laws thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr. Rajesh Kumar Jain (DIN: 00410444)**, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, for a term of one year upto December 26, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary 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 this resolution."

ITEM NO. 4: APPOINTMENT OF MS. SNIGHDHA SALUJA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended ("**Companies Act**"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 16(1)(b) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable laws thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Ms. Snighdha Saluja (DIN: 00107691)**, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, for a term of one year upto December 26, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary 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 this resolution."

ITEM NO. 5: APPOINTMENT OF MR. SUNIL SIKKA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 16(1)(b) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable laws thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr. Sunil Sikka (DIN: 00083032)**, who was appointed as an Additional Director of the Company with effect from September 29, 2021 under Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, for a term of one year upto December 26, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary 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 this resolution."

ITEM NO. 6: APPOINTMENT OF MR. NIRMAL BHANDARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended ("**Companies Act**"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 16(1)(b) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable laws thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr. Nirmal Bhandari (DIN: 00552621)**, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, for a term of one year upto December 26, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary 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 this resolution."

ITEM NO. 7: RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("**GoI**"), Securities Exchange Board of India ("**SEBI**") or Reserve Bank of India ("**RBI**"), Department for Promotion of Industry and Internal Trade ("**DPIIT**") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association

of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (“the Stock Exchanges”), and subject to any approvals from the GoI, the Registrar of Companies, NCT of Delhi and Haryana at Delhi (“RoC”), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India (“DEA”), Ministry of Commerce and Industry, Government of India, DPIIT, the Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments (the “Regulatory Authorities”), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to offer, allot and/or transfer Equity Shares which shall include a fresh issue of Equity Shares (the “Fresh Issue”) and an offer for sale of Equity Shares (“Offer for Sale”) by certain existing shareholders of the Company (the “Selling Shareholders”) (the “Offer for Sale” and together with the Fresh Issue, the “Offer”) in the Offer, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 5,500 [Five Thousand Five Hundred] Million (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange), in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with Book Running Lead Manager (“BRLM”) by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any and qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2019, Indian and/ or multilateral and bilateral financial institutions, retail investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the “Investors”) by way of the Offer in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the issue/ transfer shall be made to the exclusion of all other categories of investors at the time of such issue and allotment of Equity Shares considering the prevailing market conditions and other relevant factors wherever necessary and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or stabilizing agent and/or other advisors as may be appointed for the Offer on such terms as may be

deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit. Further, in consultation with the designated stock exchange an oversubscription, to the extent of 1% of the Offer may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the “Reservation”) or to provide a discount to the issue price to retail individual bidders or eligible employees (the “Discount”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer, along with the existing shares held by the current shareholders, shall be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity transferred pursuant to the Offer for Sale shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the Offer, the Board is hereby authorized to allot Equity Shares and finalise other matters in connection with or incidental to the Offer, including determining any anchor investor portion and allocate such number of Equity Shares to the anchor investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in accordance with the provisions of Section 23, Section 42, Section 62 (1) (c) and any other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board be and is hereby authorized to enable the Company to include a Pre- IPO Placement (defined hereinafter) component which shall be through an issuance of equity shares, including by way of a preferential offer or any other method as may be permitted under the applicable laws to any persons, upto such percentage of the fresh issue as may be permissible in accordance with the Applicable Laws on such terms as may be decided by the Board in consultation with the BRLM and/ or other advisor(s), determined in light of the then prevailing market conditions, (the “Pre-IPO Placement”). If the Pre-IPO Placement is through a preferential offer, then such preferential offer including the terms thereof shall be subject to a further approval of the shareholders in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The Pre-IPO Placement if considered, would be completed post the filing of the Draft Red Herring Prospectus and prior to filing of the Red Herring Prospectus with the RoC. If the Pre- IPO Placement is

completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Applicable Law.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded/ unblocked within such time, as specified by SEBI and in accordance with Applicable Law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per Applicable Law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue/ transfer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be issued/ transferred, the number of Equity Shares to be issued/ transferred in each tranche, issue price, premium amount, discount on issue price to reserved categories (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer of the Equity Shares and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board, including any committee of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

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

By order of the Board

New Delhi
October 25, 2021

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 nos. 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 November 26, 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 EGM. Such documents shall also be available for inspection at the venue till the conclusion of the EGM.
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, December 22, 2021, at 10:00 AM and will end on Sunday, December 26, 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. December 20, 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> and for the financial year 2013-14 is available on the website of the company at <https://indiaexpomart.com/wp-content/uploads/2021/09/Circular-letter-Newspaper-publication-details-of-dividend-and-shares-for-IEPF-transfer-FY-2013-14.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


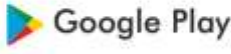


Step 2: Cast your vote electronically.

DETAILS ON STEP 1 ARE MENTIONED BELOW:

A. Login method for e-Voting for individual members holding securities in demat mode:

Individual Shareholders holding	A. NSDL IDeAS facility If you are already registered, follow the below steps:
---------------------------------	--

<p>securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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>If you are not registered, 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>B. Visit the e-Voting website of NSDL</p> <ol style="list-style-type: none"> 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>Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
---	---

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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"> 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. 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. 3. 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 December 20, 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 EGM and holding shares as of the cut-off date i.e. December 20, 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 December 20, 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 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.
23. 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 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 EGM.
27. The route map showing directions to reach the venue of the EGM 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,
inward.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

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended the name of Mohammad Fahad Ikram as a Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of one year upto December 26, 2022, not liable to retire by rotation, subject to consent of the Members of the company at the 11th EGM.

Mr. Ikram holds a bachelor's degree in Arts from De Montfort University. He is having rich and diverse experience in the Metal Export and Travel Industry. Currently he is associated with M/s Haq Brothers and Euro collection as a partner. He is also leading M/s ETC Enterorises Private Limited as a director of the company. The Board believes that Mr. Ikram's induction as a Non-Executive Independent Director on the Board will support in broadening the overall expertise of the Board. A brief profile of Mr. Ikram, including nature of his expertise, is annexed hereto.

In the opinion of the Board, Mr. Ikram fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ikram as an Independent Director is now being placed before the Members in general meeting for their approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the members.

A copy of the draft letter of appointment of Mr. Mohammad Fahad Ikram as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office/ corporate office between 12 noon and 3 pm on all working days up to the date of the 11th Extra Ordinary General Meeting.

Item No. 2

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended the name of Mr. Pradip Navnitlal Muchhala as a Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of one year upto December 26, 2022, not liable to retire by rotation, subject to consent of the Members of the company at the 11th EGM.

Mr. Muchhala holds a bachelor's degree in Commerce from Bombay University. He is having rich knowledge and experience of Fashion Market. He is also having 44 years' experience in Export

Business of Handicrafts, Fashion Jewellery and Fashionable Accessories since 1975. He was also on the Board of EPCH. The Board believes that Mr. Muchhala's induction as a Non-Executive Independent Director on the Board will support in broadening the overall expertise of the Board. A brief profile of Mr. Muchhala, including nature of his expertise, is annexed hereto.

In the opinion of the Board, Mr. Muchhala fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Muchhala as an Independent Director is now being placed before the Members in general meeting for their approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval of the members.

A copy of the draft letter of appointment of Mr. Pradip Navnitlal Muchhala as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office/ corporate office between 12 noon and 3 pm on all working days up to the date of the 11th Extra Ordinary General Meeting.

Item No. 3

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended the name of Mr. Rajesh Kumar Jain as a Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of one year upto December 26, 2022, not liable to retire by rotation, subject to consent of the Members of the company at the 11th EGM.

Mr. Jain is Chartered Accountant and Cost & Management Accountant and also holds a bachelor's degree in Commerce from St. Xavier's University, Kolkata. He is associated with various organisations like Exmart International, New Delhi, Export Promotion Council for Handicrafts, India, TPF Organization and JITO, New Delhi Chapter. The Board believes that Mr. Jain's induction as a Non-Executive Independent Director on the Board will support in broadening the overall expertise of the Board. A brief profile of Mr. Jain, including nature of his expertise, is annexed hereto.

In the opinion of the Board, Mr. Jain fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Jain as an Independent Director is now being placed before the Members in general meeting for their approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the members.

A copy of the draft letter of appointment of Mr. Rajesh Kumar Jain as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office/ corporate office between 12 noon and 3 pm on all working days up to the date of the 11th Extra Ordinary General Meeting.

Item No. 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended the name of Ms. Snighdha Saluja as a Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of one year upto December 26, 2022, not liable to retire by rotation, subject to consent of the Members of the company at the 11th EGM.

Ms. Saluja holds a bachelor's degree in Commerce from Jesus and Mary College, Delhi University. She has excellence skills of flair reading and writing which makes her a freelance journalist. Later, after her marriage she joined her family business and started an Export venture in 1995 by the name of Encore Exports. She was awarded with "The Women Entrepreneurs award" by EPCH. Now, she also started a venture into the Hotel industry in the US. The Board believes that Ms. Saluja's induction as a Non-Executive Independent Director on the Board will support in broadening the overall expertise of the Board. A brief profile of Ms. Saluja, including the nature of his expertise, is annexed hereto.

In the opinion of the Board, Ms. Saluja fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Saluja as an Independent Director is now being placed before the Members in general meeting for their approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the members.

A copy of the draft letter of appointment of Ms. Snighdha Saluja as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office/ corporate office between 12 noon and 3 pm on all working days up to the date of the 11th Extra Ordinary General Meeting.

Item No. 5

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended the name of Mr. Sunil Sikka as a Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of one-year upto December 26, 2022, not liable to retire by rotation, subject to consent of the Members of the company at the 11th EGM. It may be noted that Mr. Sikka who was appointed as an additional director of the company w.e.f September 29, 2021, under section 161 of the Companies Act, 2013.

In the opinion of the Board, Mr. Sikka fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sikka as an Independent Director is now being placed before the Members in general meeting for their approval.

Mr. Sikka holds post graduate degree from Delhi University. He is a promoter director of leading hotels chain across India. He has vast experience of more than 37 years in export trade. The Board believes that Mr. Sikka's induction as a Non-Executive Independent Director on the Board will support in broadening the overall expertise of the Board. A brief profile of Mr. Sikka, including nature of his expertise, is annexed hereto.

None of the Directors (except Mr. Sunil Sikka), Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the members.

A copy of the draft letter of appointment of Mr. Sunil Sikka as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office between 12 noon and 3 pm on all working days up to the date of the 11th Extra Ordinary General Meeting.

Item No. 6

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended the name of Mr. Nirmal Bhandari as a Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of one year upto December 26, 2022, not liable to retire by rotation, subject to consent of the Members of the company at the 11th EGM.

Mr. Bhandari holds a bachelor's degree in Commerce from Jodhpur University. He has vast experience and knowledge of Manufacture and Exports of Wooden, Iron handicrafts, Furniture & Accessories. He is associated with M/s Bhandari Exports and M/s G.K. Exports (Exporter of Handicrafts/ Furniture items of Wood Iron Brass Etc.) as proprietor. Also, he was Ex- President of Ummed Club,

Jodhpur Handicrafts Exporters Association, Jodhpur, Ex-Vice President of Export Promotion Council for handicrafts, New Delhi and Ex-COA-Member of Export Promotion Council for handicrafts, New Delhi. The Board believes that Mr. Bhandari's induction as a Non-Executive Independent Director on the Board will support in broadening the overall expertise of the Board. A brief profile of Mr. Bhandari, including nature of his expertise, is annexed hereto.

In the opinion of the Board, Mr. Bhandari fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Bhandari as an Independent Director is now being placed before the Members in general meeting for their approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the members.

A copy of the draft letter of appointment of Mr. Nirmal Bhandari an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office/ corporate office between 12 noon and 3 pm on all working days up to the date of the 11th Extra Ordinary General Meeting.

Item No. 7

The Company proposes to offer, allot and/or transfer equity shares of the Company of up to an aggregate of ₹ 5,500 [Five Thousand Five Hundred] Million on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares. The proposed offering ("**Offer**") shall include a fresh issue of the Equity Shares by the Company.

Material information pertaining to the Offer is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) Objects of the Offer:

The objects of the Offer shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Offer. The Company will not receive any proceeds from any Offer of Sale, which will accrue to the relevant Selling Shareholders.

(iii) Intention of Directors/ Key managerial personnel to subscribe to the Offer:

The Company has not made and will not make an offer of Equity Shares to any directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

No change in control is intended or expected as a result of the Offer.

(v) Allotment:

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law.

(vi) Pre-Offer and post-Offer shareholding pattern:

The pre-Offer and post-Offer shareholding pattern shall be as disclosed in the offer documents filed in connection with the Offer.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “Companies Act, 2013”), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names. In terms of the SEBI ICDR Regulations, the entire pre-Offer share capital of the Company shareholders shall be required to be locked-in for a period of six months from the date of allotment in the Offer. Consequently, in the event the Company does not wish to offer its shareholding or any part thereof in the Offer for Sale, the Company’s shareholding which is not offered and sold in the Offer for Sale shall be locked-in for a period of six months from the date of allotment, unless it is subject to the exceptions laid down in the proviso to Regulation 17 of the SEBI ICDR Regulations.

BRIEF RESUME AND OTHER INFORMATION IN RESPECT OF INDEPENDENT DIRECTORS SEEKING APPOINTMENT IN THE 11TH EGM

Name of Director	Mohammad Fahad Ikram	Mr. Pradip Navnitlal Muchhala	Mr. Rajesh Kumar Jain	Ms. Snighdha Saluja	Mr. Sunil Sikka	Mr. Nirmal Bhandari
DIN	07030199	02493536	00410444	00107691	00083032	00552621
Date of Birth	06/06/1979	04/02/1953	02/04/1968	19/01/1962	24/08/1958	10/10/1959
Age	42 years	68 years	53 years	59 years	63 years	62 years
Date of first appointment on Board	-	-	-	-	29/09/2021	18/04/2002
Shareholding in the company	264086 Equity Shares	251268 Equity Shares	36472 Equity Shares	31946 Equity Shares	Nil	524554 Equity Shares
Relationship with other Directors, Manager or KMP	Nil	Nil	Nil	Nil	Nil	Nil
Directorship in any other companies	1. ETC Enterprises Private Limited	1. Elusividya Advisory LLP 2. Orbit Fabrics Private Limited	1. Exmart International Private Limited 2. RBG Impex Private Limited 3. Supersonic Marketing Private Limited 4. RPJ Marketing Private Limited	1. SU Import Services Private Limited 2. Apaar Packaging Private Limited	1. Houzz N Dezins LLP 2. Royal Orchid Hotels Limited 3. Knotty Home Private Limited 4. Ksheer Sagar Developers Pvt Ltd 5. Raj Kamal Buildcon Pvt Ltd 6. J. H. Builders Pvt Ltd 7. Ksheer Sagar Buildcon Private Limited 8. Baljees Hotels And Real Estates Private Limited	1. Adeshwar Properties Private Limited 2. Shri Ashtapad Properties Private Limited 3. Bhandari Heritage Private Limited 4. Jain International Trade Organisation - Jodhpur

Venue of 11th 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.indiaexpomart.com

11th Extraordinary General Meeting: December 27, 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 11th Extraordinary General Meeting of India Exposition Mart Limited, held on Monday, December 27, 2021 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 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.indiaexpomart.com

11th Extraordinary General Meeting: December 27, 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 11th Extraordinary General Meeting of the Company, to be held on Monday, December 27, 2021 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 below:

Resolution Number	Resolution
SPECIAL BUSINESS:	
1	APPOINTMENT OF MOHAMMAD FAHAD IKRAM AS AN INDEPENDENT DIRECTOR OF THE COMPANY
2	APPOINTMENT OF MR. PRADIP NAVNITLAL MUCHHALA AS AN INDEPENDENT DIRECTOR OF THE COMPANY
3	APPOINTMENT OF MR. RAJESH KUMAR JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY
4	APPOINTMENT OF MS. SNIGHDHA SALUJA AS AN INDEPENDENT DIRECTOR OF THE COMPANY
5	APPOINTMENT OF MR. SUNIL SIKKA AS AN INDEPENDENT DIRECTOR OF THE COMPANY
6	APPOINTMENT OF MR. NIRMAL BHANDARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY
7	RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING

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.