



INDIA EXPOSITION MART LIMITED

Registered Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor, Local Shopping Centre, Mayur Vihar, Phase-1, Delhi – 110091;
Corporate office: Plot No. 23 –25 & 27- 29, Knowledge Park - II, Gautam Budh Nagar, Greater Noida– 201306
CIN: U99999DL2001PLC110396 Tel No.: 011-22711497 Website: www.indiaexpomart.com

NOTICE TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that TWELFTH EXTRAORDINARY GENERAL MEETING (“EGM”) of THE MEMBERS of INDIA EXPOSITION MART LIMITED (the “Company”) will be held on Tuesday, March 29, 2022, at 02:30 pm 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: REGULARIZATION OF MR. SUDHIR KUMAR TYAGI (DIN: 01449590) AS A NON-EXECUTIVE 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 Section 152 & 161 and all other applicable provisions of Companies Act, 2013 (“Act”) and Article 157 of the Articles of association of the company, Mr. Sudhir Kumar Tyagi (DIN: 01449590) who was appointed as an additional director of the company with effect from September 29, 2021 and who holds office up to the date of the 21st Annual General Meeting, be and is hereby appointed as a Non- Executive Director of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, NCT of Delhi.”

ITEM NO. 2: REGULARIZATION OF MR. RAJ KUMAR MALHOTRA (DIN: 00464783) AS A NON-EXECUTIVE 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 Section 152 & 161 and all other applicable provisions of Companies Act, 2013 (“Act”) and Article 157 of the Articles of association of the company, Mr. Raj Kumar Malhotra (DIN: 00464783) who was appointed as an additional director of the company with effect from December 29, 2021 and who holds office up to the date of the 21st Annual General Meeting, be and is hereby appointed as a Non- Executive Director of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, NCT of Delhi and Haryana at New Delhi.”

New Delhi
March 3, 2022

By order of the Board
Sd/-
(Anupam Sharma)
Company Secretary and Compliance Officer
ACS 32675

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 and 2 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 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 February 25, 2022. 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 Thursday, March 24, 2022 at 10:00 am and will end on Monday, March 28, 2022 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. March 22, 2022, 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 & 2013-14 are available on the website of the company at <https://indiaexpomart.com/index.php/dividend-iepf/>

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 securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</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.com2. 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>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
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<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/](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 March 22, 2022, 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. March 22, 2022 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 March 22, 2022 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 Limited
(Formally knowns as 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 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Board of Directors of the company had appointed Mr. Sudhir Kumar Tyagi (DIN: 01449590) as an Additional (Non-Executive) Director of the Company with effect from September 29, 2021, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of the 21st Annual General Meeting.

Considering the knowledge and experience of Mr. Tyagi, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Tyagi as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Tyagi (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Following are the details of Mr. Sudhir Kumar Tyagi (DIN: 01449590) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

Sr. No	Particulars	Details
1	Age	66 Years
2	Date of Birth	28/08/1955
3	Qualification	Graduate
4	Experience	40 Years' experience in export business
5	Terms and Conditions of Appointment	As per provisions of Companies Act, 2013.
6	Remuneration sought to be paid	N.A.
7	Remuneration last drawn	N.A.
8	Date of first appointment on the Board	12/04/2001
9	Details of Shareholding in the Company	296,710 Equity Shares
10	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	Not Applicable
11	Number of Board Meetings Attended during the year (since his appointment as Additional Director)	3 out of 5
12	Details of Directorship in other Companies	Nil
13	Membership / Chairmanship of Committees of other Company's Board	Nil

The Board hereby recommends passing of the said resolution set out at item no. 1 by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Sudhir Kumar Tyagi to whom the resolution relates, is interested, or concerned in the aforesaid

resolution.

ITEM NO. 2

The Board of Directors of the company had appointed Mr. Raj Kumar Malhotra (DIN: 00464783) as an Additional (Non-Executive) Director of the Company with effect from December 29, 2021, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of the 21st Annual General Meeting.

Considering the knowledge and experience of Mr. Malhotra, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Malhotra as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Malhotra (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Following are the details of Mr. Raj Kumar Malhotra (DIN: 00464783) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

Sr. No	Particulars	Details
1	Age	68 years
2	Date of Birth	28/07/1953
3	Qualification	Graduate
4	Experience	45 Years
5	Terms and Conditions of Appointment	As per provisions of Companies Act, 2013.
6	Remuneration sought to be paid	N.A.
7	Remuneration last drawn	N.A.
8	Date of first appointment on the Board	29/09/2003
9	Details of Shareholding in the Company	1,137,830 Equity Shares
10	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	Nil
11	Number of Board Meetings Attended during the year (since his appointment as Additional Director)	2 out of 2
12	Details of Directorship in other Companies	1. Asian Handicrafts Private Limited 2. Export Promotion Council for Handicrafts
13	Membership / Chairmanship of Committees of other Company's Board	Nil

The Board hereby recommends passing of the said resolution set out at item no. 2 by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Raj Kumar Malhotra to whom the resolution relates, is interested or concerned in the aforesaid resolution.

Venue of 12th 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





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12th Extraordinary General Meeting: March 29, 2022

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 12th Extraordinary General Meeting of India Exposition Mart Limited, held on Tuesday, March 29, 2022 at 02:30 pm 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.



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CIN: U99999DL2001PLC110396

Regd. Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor, Local Shopping Centre, Mayur Vihar Phase-I, Delhi – 110091; Corporate office: Plot No. 23 –25 & 27- 29, Knowledge Park - II, Gautam Budh Nagar, Greater Noida– 201306 Tel No.: 011-22711497, Website: www.indiexpomart.com

12th Extraordinary General Meeting: March 29, 2022

**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 12th Extraordinary General Meeting of the Company, to be held on Tuesday, March 29, 2022 at 02:30 pm 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	REGULARIZATION OF MR. SUDHIR KUMAR TYAGI (DIN: 01449590) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY
2	REGULARIZATION OF MR. RAJ KUMAR MALHOTRA (DIN: 00464783) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

Signed thisday of2022.

AFFIX Rs. 1/- REVENUE STAMP
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(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.