



June 20, 2024

To,
BSE Limited
(BSE: 542726)

National Stock Exchange of India Limited
(NSE: INDIAMART)

Sub: Proceedings of 25th Annual General Meeting of IndiaMART InterMESH Limited and E-Voting Results

Ref: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We wish to inform you that 25th Annual General Meeting ('AGM') of the Company was duly held today i.e., Thursday, June 20, 2024 at 10:00 a.m. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') and concluded at 11:00 a.m. (IST).

The remote e-voting on all the resolutions set out in the Notice of the AGM was conducted during the period from Saturday, June 15, 2024 at 09:00 a.m. (IST) to Wednesday, June 19, 2024 at 05:00 p.m. (IST). The facility to cast vote through e-voting was also made available during the AGM to the members who did not cast their vote through remote e-voting.

Further, as per the e-voting results received from Mr. Devesh Vasisht, Scrutinizer, all the resolution(s) as set out in the Notice of the AGM have been duly passed by the members with requisite majority.

In view of the above, we submit the following:

1. Brief Proceedings of the AGM of the Company in compliance with Regulation 30, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), is enclosed as **Annexure-A**;
2. Results of remote e-voting and e-voting at AGM in compliance with Regulation 44 of Listing Regulations, is enclosed as **Annexure-B**;
3. Consolidated Scrutinizer Report dated June 20, 2024, on remote e-voting and e-voting at AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure-C**.

The above documents are being uploaded on the Company's website at https://investor.indiamart.com/AGM_EGM.aspx and National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

4. M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), has been re-appointed for a second term of five consecutive years as Statutory Auditors of the Company from the conclusion of 25th AGM till the conclusion of 30th AGM. The details in terms of Regulation 30 of the Listing Regulations are enclosed as **Annexure-D**.

The details in terms of Regulation 30 of the Listing Regulations for the following matters have already been submitted on April 5, 2024:

5. Mr. Brijesh Kumar Agrawal (DIN: -00191760) has been appointed as a Director, liable to retire by rotation.
6. Mr. Brijesh Kumar Agrawal, Whole-time Director of the Company has been re-appointed for a further term of five years w.e.f. January 08, 2025 till January 07, 2030.
7. Mr. Dinesh Chandra Agarwal, Managing Director and Chief Executive Officer of the Company has been re-appointed for a further term of five years w.e.f. January 08, 2025 till January 07, 2030.

The video recording and transcript of the AGM shall also be uploaded on the Company's website at https://investor.indiamart.com/AGM_EGM.aspx.

We request you to take the above information on record.

Yours faithfully,
For IndiaMART InterMESH Limited

(Manoj Bhargava)
Company Secretary & Compliance Officer
Membership No: F5164

Annexure- A

Summary of Proceedings of 25th Annual General Meeting

The 25th Annual General Meeting ('AGM') of the Members of IndiaMART InterMESH Limited ('Company') was held today i.e., on Thursday, June 20, 2024 at 10:00 a.m. ('IST') through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') and concluded at 11:00 a.m. (including time allowed for E-Voting at the AGM). The Meeting was conducted in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') from time to time and other applicable provisions of the Companies Act, 2013.

The proceedings of this AGM were deemed to be conducted at the Registered Office of the Company i.e., 1st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002.

Directors Present:

S. No.	Name of the Director	Designation
1.	Ms. Pallavi Dinodia Gupta <i>(Elected Chairperson of the meeting)</i>	Lead Independent Director
2.	Mr. Dinesh Chandra Agarwal	Managing Director & Chief Executive Officer
3.	Mr. Brijesh Kumar Agrawal	Whole-Time Director
4.	Mr. Dhruv Prakash	Non-Executive Director
5.	Mr. Vivek Narayan Gour	Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee

In Attendance:

S. No.	Name of the Attendee	Designation
1.	Mr. Manoj Bhargava	Company Secretary and Compliance Officer
2.	Mr. Jitin Diwan	Chief Financial Officer
3.	Mr. Prateek Chandra	Chief Strategy Officer
4.	Ms. Kanika Kohli	Representative of M/s B S R & Co. LLP, Chartered Accountants, Statutory Auditors
5.	Mr. Sunil Arora	Representative of M/s B S R & Co. LLP, Chartered Accountants, Statutory Auditors
6.	Mr. Lakhan Gupta	Representative of M/s Chandrasekaran Associates, Company Secretaries, Secretarial Auditors
7.	Mr. Devesh Vasisht	Managing Partner of DPV & Associates LLP, Company Secretaries, (Scrutinizer)

Details of the members who attended the AGM:

Shareholders present through VC/OAVM : 53

Proxy: N.A.

Mr. Manoj Bhargava, Company Secretary and Compliance Officer of the Company welcomed all the members attending the AGM of the Company held through VC/OAVM, on the platform provided by National Securities Depository Limited ('NSDL'), in compliance with the circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') from time to time and other applicable provisions and provided a brief on the modalities for participation/process to be followed while attending the meeting.

Thereafter, he introduced all the Directors and Key Managerial Personnel's ('KMPs') present at the meeting through VC/OAVM. He also confirmed the presence of representatives of M/s B S R & Co. LLP, Chartered Accountants, Statutory Auditors, M/s Chandrasekaran Associates, Company Secretaries, Secretarial Auditors and Mr. Devesh Vasisht, Managing Partner, DPV & Associates LLP, Company Secretaries, Scrutinizer, at the meeting through VC/OAVM.

He further, informed that the Company doesn't have a designated Chairman of the Board and requested the present members of Board of Directors to elect the Chairman of this AGM among themselves, in terms of Article 89 of Articles of Association of the Company.

Ms. Pallavi Dinodia Gupta, Lead Independent Director, nominated by the other Directors present at the meeting, was elected as the Chairperson of this Meeting.

He also informed that the Statutory Registers and other relevant documents referred to in the Notice of the AGM were available for inspection electronically.

Thereafter, Ms. Pallavi Dinodia Gupta took the chair and welcomed the members to the AGM of the Company. After ascertaining that the requisite quorum was present, she called the meeting to order.

The Chairperson addressed the members and updated them about the financial performance and key highlights of the Company during the Financial Year 2023-24.

The Chairperson then informed the members that Notice of the AGM along with the Audited Standalone and Consolidated Financial Statements of the Company and the reports of the Board of Directors and Auditors thereon, including annexures thereof, for the Financial Year ended March 31, 2024, have been already dispatched to members at their registered email address in compliance with the relevant SEBI circular and available on the Company's website. The Chairperson also informed that there were no qualifications, observations or comments in the Auditor's Report for the Financial Year ended March 31, 2024.

Thereafter, the Notice of the AGM along with the reports of the Board of Directors and Auditors were taken as read.

The Chairperson informed the members, that in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided the remote e-voting facility to the members (which started at 09:00 a.m. IST on Saturday, June 15, 2024 and concluded at 05:00 p.m. IST on Wednesday, June 19, 2024 (to cast their votes on all the resolutions set forth in the Notice of the AGM. Members who were participating in the meeting and had not casted their votes through remote e-voting, were provided an opportunity to cast their votes through e-voting at the meeting till 11:00 a.m. (IST).

The following items as stated in the Notice of the AGM were considered at the AGM:

Item No.	Particulars	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To declare dividend of Rs. 20/- per equity share for the financial year ended March 31, 2024.	Ordinary
3.	To appoint a Director in place of Mr. Brijesh Kumar Agrawal (DIN:-00191760), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To re-appoint M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), as Statutory Auditors of the Company.	Ordinary
Special Business		
5.	Re-appointment of Mr. Dinesh Chandra Agarwal (DIN:00191800), as Managing Director and Chief Executive Officer of the Company and approval of his revised remuneration.	Special
6.	Re-appointment of Mr. Brijesh Kumar Agrawal (DIN:00191760), as Whole-time Director of the Company and approval of his revised remuneration.	Special
7.	To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Bharat Agarwal.	Ordinary

Members present at the meeting were given an opportunity to ask questions and seek clarification(s), if any, through chat box facility provided by NSDL during the AGM. The questions were duly responded by the management at the meeting except few which were notified to be responded within seven (7) working days from the date of AGM by the Management.



IndiaMART InterMESH Ltd.

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The Chairperson informed that the E-Voting results along with Scrutinizer's Report shall also be uploaded on the Company's website at https://investor.indiamart.com/AGM_EGM.aspx, NSDL at <http://www.evoting.nsdl.com> and disseminated to BSE Limited and National Stock Exchange of India Limited.

Members attending the AGM who did not have access to remote e-voting facility were also given the facility to cast their vote electronically at the meeting. The e-voting facility was kept open for next 30 minutes to enable the members to cast their vote.

Thereafter, the Chairperson thanked the members for their participation and dignified presence at the AGM. Upon completion of the E-Voting process, the meeting concluded at 11:00 a.m. (IST).

Annexure-B

DETAILS OF E-VOTING RESULTS

Particulars	Details
<i>Date of Annual General Meeting</i>	Thursday, June 20, 2024
<i>Total Number of Shareholders on Record Date</i> (i.e. June 13, 2024 - Cut-off date for e-voting)	164,539
<i>Number of Shareholders present in the meeting either in person or through proxy</i> <i>Promoters & Promoter Group</i> <i>Public</i>	N.A. N.A.
<i>Number of Shareholders attended the meeting through Video Conferencing</i> <i>Promoters & Promoter Group</i> <i>Public</i>	13 40



- Item 1** : **To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.**
- Business** : *Ordinary Business*
- Mode of Voting** : *E-Voting (includes Remote E-Voting & E-Voting during the AGM)*

Resolution Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,514,888	29,514,888	100.000	29,514,888	0	100.0000	0.0000
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.000	0	0	0.0000	0.0000
	Total		29,514,888	29,514,888	100.000	29,514,888	0	100.0000
Public Institutions	E-voting	20,250,887	18,906,862	93.3631	18,906,862	0	100.0000	0.0000
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.000	0	0	0.0000	0.0000
	Total		20,250,887	18,906,862	93.3631	18,906,862	0	100.0000
Public Non-Institutions	E-voting	10,213,373	2,718,037	26.6125	2,717,791	246	99.9909	0.0091
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.000	0	0	0.0000	0.0000
	Total		10,213,373	2,718,037	26.6125	2,717,791	246	99.9909
Total		59,979,148	51,139,787	85.2626	51,139,541	246	99.9995	0.0005

The aforesaid resolution has been passed with requisite majority.



- Item 2** : **To declare dividend of Rs. 20/- per equity share for the financial year ended March 31, 2024.**
- Business** : Ordinary Business
- Mode of Voting** : E-Voting (includes Remote E-Voting & E-Voting during the AGM)

Resolution Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,514,888	29,514,888	100.000	29,514,888	0	100.0000	0.0000
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000
	Total		29,514,888	29,514,888	100.000	29,514,888	0	100.0000
Public Institutions	E-voting	20,250,887	18,906,862	93.3631	18,906,862	0	100.0000	0.0000
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000
	Total		20,250,887	18,906,862	93.3631	18,906,862	0	100.0000
Public Non-Institutions	E-voting	10,213,373	2,718,037	26.6125	2,717,805	232	99.9915	0.0085
	Poll		0	0.000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000
	Total		10,213,373	2,718,037	26.6125	2,717,805	232	99.9915
Total		59,979,148	51,139,787	85.2626	51,139,555	232	99.9995	0.0005

The aforesaid resolution has been passed with requisite majority.



- Item 3** : To appoint a Director in place of Mr. Brijesh Kumar Agrawal (DIN: -00191760), who retires by rotation and being eligible, offers himself for re-appointment.
- Business** : Ordinary Business
- Mode of Voting** : E-Voting (includes Remote E-Voting & E-Voting during the AGM)

Resolution Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
Public Institutions	E-voting	20,250,887	18,906,862	93.3631	16,492,143	2,414,719	87.2283	12.7717
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	20,250,887	18,906,862	93.3631	16,492,143	2,414,719	87.2283	12.7717
Public Non-Institutions	E-voting	10,213,373	2,717,994	26.6121	2,716,913	1,081	99.9602	0.0398
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,213,373	2,717,994	26.6121	2,716,913	1,081	99.9602	0.0398
Total		59,979,148	51,139,744	85.2625	48,723,944	2,415,800	95.2761	4.7239

The aforesaid resolution has been passed with requisite majority.



- Item 4** : **To re-appoint M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), as Statutory Auditors of the Company.**
- Business** : Ordinary Business
- Mode of Voting** : E-Voting (includes Remote E-Voting & E-Voting during the AGM)

Resolution Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
Public Institutions	E-voting	20,250,887	18,906,862	93.3631	18,906,862	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	20,250,887	18,906,862	93.3631	18,906,862	0	100.0000	0.0000
Public Non-Institutions	E-voting	10,213,373	2,717,994	26.6121	2,717,724	270	99.9901	0.0099
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,213,373	2,717,994	26.6121	2,717,724	270	99.9901	0.0099
Total		59,979,148	51,139,744	85.2625	51,139,474	270	99.9995	0.0005

The aforesaid resolution has been passed with requisite majority.



Item 5 : Re-appointment of Mr. Dinesh Chandra Agarwal (DIN:00191800), as Managing Director and Chief Executive Officer of the Company and approval of his revised remuneration

Business : Special Business

Mode of Voting : E-Voting (includes Remote E-Voting & E-Voting during the AGM)

Resolution Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
Public Institutions	E-voting	20,250,887	18,906,862	93.3631	18,035,399	871,463	95.3908	4.6092
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	20,250,887	18,906,862	93.3631	18,035,399	871,463	95.3908	4.6092
Public Non-Institutions	E-voting	10,213,373	2,717,997	26.6121	2,717,642	355	99.9869	0.0131
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,213,373	2,717,997	26.6121	2,717,642	355	99.9869	0.0131
Total		59,979,148	51,139,747	85.2625	50,267,929	871,818	98.2952	1.7048

The aforesaid resolution has been passed with requisite majority.

- Item 6** : **Re-appointment of Mr. Brijesh Kumar Agrawal (DIN:00191760), as Whole-time Director of the Company and approval of his revised remuneration.**
- Business** : Special Business
- Mode of Voting** : E-Voting (includes Remote E-Voting & E-Voting during the AGM)

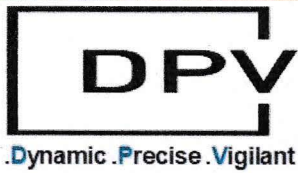
Resolution Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
Public Institutions	E-voting	20,250,887	18,906,862	93.3631	16,019,141	2,887,721	84.7266	15.2734
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	20,250,887	18,906,862	93.3631	16,019,141	2,887,721	84.7266	15.2734
Public Non-Institutions	E-voting	10,213,373	2,717,997	26.6121	2,716,746	1,251	99.9540	0.0460
	Poll		0	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,213,373	2,717,997	26.6121	2,716,746	1,251	99.9540	0.0460
Total		59,979,148	51,139,747	85.2625	48,250,775	2,888,972	94.3508	5.6492

The aforesaid resolution has been passed with requisite majority.

- Item 7** : To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Bharat Agarwal
- Business** : Ordinary Business
- Mode of Voting** : E-Voting (includes Remote E-Voting & E-Voting during the AGM)

Resolution Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29,514,888	29,514,888	100.0000	29,514,888	0	100.0000	0.0000
Public Institutions	E-voting	20,250,887	18,906,862	93.3631	13,517,576	5,389,286	71.4956	28.5044
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	20,250,887	18,906,862	93.3631	13,517,576	5,389,286	71.4956	28.5044
Public Non-Institutions	E-voting	10,213,373	2,717,997	26.6121	2,716,709	1,288	99.9526	0.0474
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,213,373	2,717,997	26.6121	2,716,709	1,288	99.9526	0.0474
Total		59,979,148	51,139,747	85.2625	45,749,173	5,390,574	89.4591	10.5409

The aforesaid resolution has been passed with requisite majority.



DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /

Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

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Consolidated Scrutinizer's Report

[Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')]

To,
The Chairperson
25th Annual General Meeting of the Shareholders of
IndiaMART InterMESH Limited
(CIN: L74899DL1999PLC101534)
1st Floor, 29- Daryaganj, Netaji Subhash Marg,
New Delhi- 110002

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 25th Annual General Meeting of the equity shareholders of INDIAMART INTERMESH LIMITED (the "Company") held on Thursday, June 20, 2024 at 10:00 a.m. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')

Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of IndiaMART InterMESH Limited ('the Company') in their meeting held on April 30, 2024, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Sections 108 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 9/2023 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively ('MCA Circulars'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') read with SEBI vide it's circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020,



SEBI/HO/ CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('SEBI circular'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the resolutions considered at the AGM of the Company held on Thursday, June 20, 2024 at 10:00 a.m. IST through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

I submit my report as under:

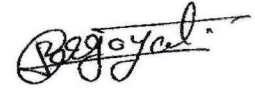
1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; (iii) SEBI Circulars and (iv) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also to ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL').
3. The Company has published newspaper advertisements on May 25, 2024 confirming on the completion of dispatch of AGM Notice along with the Annual Report for FY 2023-24 to eligible members in "Mint" in English Language and "Hindustan" in Regional Language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of LODR Regulations.
4. The remote e-voting period commenced on Saturday, June 15, 2024 (09:00 a.m. IST) and ends on Wednesday, June 19, 2024 (05:00 p.m. IST) via e-voting platform on the designated website of NSDL, Authorized Agency to provide e-voting facility through www.evoting.nsdl.com. The Company provided e-voting facility to the Members who participated/ attended through VC/OAVM to enable such Members to cast their votes, if they had not casted their vote earlier through remote e-voting. Further, the e-voting platform was opened during the AGM and remained open till the conclusion of AGM for voting purpose.



5. The Members of the Company as on the "Cut-off Date" i.e. Thursday, June 13, 2024 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in AGM Notice.
6. After completion of e-voting at the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who were not in the employment of the Company who have signed below:



Mukesh Sharma



Parveen Kumar

7. The data of remote e-voting and e-voting at the AGM was diligently scrutinized and reconciled with the records maintained by NSDL. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting at AGM. Further, the shareholders who voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
9. As on cut-off date, the fully paid-up share capital of the Company was Rs. 59,97,91,480/- (Rupees Fifty-Nine Crores Ninety-Seven Lakhs Ninety-One Thousand Four Hundred and Eighty only) divided into 5,99,79,148 (Five Crores Ninety-Nine Lakhs Seventy-Nine Thousand One Hundred and Forty-Eight only) equity shares of Rs. 10 (Rupee Ten only) each.
10. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

Resolution No. 1 To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	910	5,11,38,631	5,11,39,541	99.9995
Dissent	-	246	246	0.0005
Total	910	5,11,38,877	5,11,39,787	100



Therefore, the Resolution No. 1 has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Resolution No. 2 To declare dividend of Rs. 20/- per equity share for the financial year ended March 31, 2024:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	910	5,11,38,645	5,11,39,555	99.9995
Dissent	-	232	232	0.0005
Total	910	5,11,38,877	5,11,39,787	100

Therefore, the Resolution No. 2 has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Resolution No. 3 To appoint a Director in place of Mr. Brijesh Kumar Agrawal (DIN: - 00191760), who retires by rotation and being eligible, offers himself for re-appointment:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	910	4,87,23,034	4,87,23,944	95.2761
Dissent	-	24,15,800	24,15,800	4.7239
Total	910	5,11,38,834	5,11,39,744	100

Therefore, the Resolution No. 3 has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure C'.

Resolution No. 4 To re-appoint M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), as Statutory Auditors of the Company:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	910	5,11,38,564	5,11,39,474	99.9995
Dissent	-	270	270	0.0005
Total	910	5,11,38,834	5,11,39,744	100



Therefore, the Resolution No. 4 has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure D'.

Resolution No. 5 **Re-appointment of Mr. Dinesh Chandra Agarwal (DIN:00191800), as Managing Director and Chief Executive Officer of the Company and approval of his revised remuneration:**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	910	5,02,67,019	5,02,67,929	98.2952
Dissent	-	8,71,818	8,71,818	1.7048
Total	910	5,11,38,837	5,11,39,747	100

Therefore, the Resolution No. 5 has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure E'.

Resolution No. 6 **Re-appointment of Mr. Brijesh Kumar Agrawal (DIN:00191760), as Whole-time Director of the Company and approval of his revised remuneration:**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	910	4,82,49,865	4,82,50,775	94.3508
Dissent	-	28,88,972	28,88,972	5.6492
Total	910	5,11,38,837	5,11,39,747	100

Therefore, the Resolution No. 6 has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure F'.

Resolution No. 7 **To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Bharat Agarwal:**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	910	2,85,01,153	2,85,02,063	84.0951
Dissent	-	53,90,574	53,90,574	15.9049
Total	910	3,38,91,727	3,38,92,637	100



Therefore, the Resolution No. 7 has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure G'.

11. The register containing the details of e-voting will be handed over to the Company Secretary of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,
**For DPV & Associates LLP
Company Secretaries**



Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488F000594227
Date: June 20, 2024
Place: New Delhi



**Countersigned by
For IndiaMART InterMESH Limited**

Manoj Bhargava
Company Secretary & Compliance Officer
Date: June 20, 2024
Place: Noida

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Annexure-A

Details of E-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	509	5,11,38,877	51,13,88,770
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	509	5,11,38,877	51,13,88,770
d) Votes with assent for the resolution	503	5,11,38,631	51,13,86,310
e) Votes with dissent for the resolution	6	246	2,460

A2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	2	910	9,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2	910	9,100
d) Votes with assent for the resolution	2	910	9,100
e) Votes with dissent for the resolution	-	-	-



Annexure-B

Details of E-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	509	5,11,38,877	51,13,88,770
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	509	5,11,38,877	51,13,88,770
d) Votes with assent for the resolution	503	5,11,38,645	51,13,86,450
e) Votes with dissent for the resolution	6	232	2,320

B2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	2	910	9,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2	910	9,100
d) Votes with assent for the resolution	2	910	9,100
e) Votes with dissent for the resolution	-	-	-



Annexure-C

Details of E-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	509	5,11,38,834	51,13,88,340
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	509	5,11,38,834	51,13,88,340
d) Votes with assent for the resolution	409	4,87,23,034	48,72,30,340
e) Votes with dissent for the resolution	100	24,15,800	2,41,58,000

C2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	2	910	9,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2	910	9,100
d) Votes with assent for the resolution	2	910	9,100
e) Votes with dissent for the resolution	-	-	-



Annexure-D

Details of E-voting during the AGM & remote e-voting for Resolution No.- 4 are as under:

D1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	508	5,11,38,834	51,13,88,340
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	508	5,11,38,834	51,13,88,340
d) Votes with assent for the resolution	498	5,11,38,564	51,13,85,640
e) Votes with dissent for the resolution	10	270	2,700

D2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	2	910	9,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2	910	9,100
d) Votes with assent for the resolution	2	910	9,100
e) Votes with dissent for the resolution	-	-	-



Annexure-E

Details of E-voting during the AGM & remote e-voting for Resolution No.- 5 are as under:

E1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	513	5,11,38,837	51,13,88,370
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	513	5,11,38,837	51,13,88,370
d) Votes with assent for the resolution	479	5,02,67,019	50,26,70,190
e) Votes with dissent for the resolution	34	8,71,818	87,18,180

E2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	2	910	9,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2	910	9,100
d) Votes with assent for the resolution	2	910	9,100
e) Votes with dissent for the resolution	-	-	-



Annexure-F

Details of E-voting during the AGM & remote e-voting for Resolution No.- 6 are as under:

F1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	512	5,11,38,837	51,13,88,370
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	512	5,11,38,837	51,13,88,370
d) Votes with assent for the resolution	406	4,82,49,865	48,24,98,650
e) Votes with dissent for the resolution	106	28,88,972	2,88,89,720

F2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	2	910	9,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2	910	9,100
d) Votes with assent for the resolution	2	910	9,100
e) Votes with dissent for the resolution	-	-	-



Annexure-G

Details of E-voting during the AGM & remote e-voting for Resolution No.- 7 are as under:

G1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	513	5,11,38,837	51,13,88,370
b) Less: Votes not considered	3*	1,72,47,110	17,24,71,100
c) Net Valid votes cast	510	3,38,91,727	33,89,17,270
d) Votes with assent for the resolution	366	2,85,01,153	28,50,11,530
e) Votes with dissent for the resolution	144	53,90,574	5,39,05,740

*Mr. Dinesh Chandra Agarwal, Ms. Chetna Agarwal and Dinesh Chandra Agarwal HUF were interested in the resolution No. 7 and their voting is not considered as per section 188 of the Companies Act, 2013 read with MCA Circular 30/2014.

G2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	2	910	9,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2	910	9,100
d) Votes with assent for the resolution	2	910	9,100
e) Votes with dissent for the resolution	-	-	-



Annexure-D

Details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S. No.	Particulars	M/s B S R & Co. LLP, Chartered Accountants
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment
2	Date of appointment/ cessation and term of appointment	Members in the 25 th Annual General Meeting of the Company re-appointed M/s B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of 25 th Annual General Meeting (“AGM”) until the conclusion of 30 th AGM
3	Brief Profile (in case of appointment)	M/s B S R & Co. LLP, Chartered Accountants is a member entity of B S R & Affiliates, a network registered with the ICAI. The firm has offices in various cities across the country. M/s B S R and Co. LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors such as Technology sector, FMCG sector, Automotive sector, etc.
4	Disclosure of Relationships between Directors (in case of appointment of Director)	Not Applicable