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**National Stock Exchange of India Limited** 

April 30, 2022

To,

**BSE Limited** 

**Subject:** 

(NSE: INDIAMART)

(BSE: 542726)

Submission of Public Announcement dated April 29, 2022 ("Public Announcement") for the Buyback of equity shares of the face value of ₹ 10/each ("Equity Shares") for a maximum amount of ₹ 100 Crores (Indian Rupees One Hundred Crores Only) by the way of tender offer from existing securities holders pursuant to the provisions of the SEBI (Buy-Back of Securities) Regulations, 2018, as amended ('Buyback Regulations') and the Companies Act, 2013, as amended ("Buyback")

Dear Sir/Madam,

This is in furtherance to our letter dated April 28, 2022 informing the outcome of the Board Meeting held on the same date that approved, *inter alia*, the Buyback of our Equity Shares by the way of tender offer.

In this connection, we are pleased to inform you that pursuant to Regulation 7 of the Buyback Regulations, the Company has published the Public Announcement dated April 29, 2022 for the Buyback on April 30, 2022, in the newspapers mentioned below:

Name of the Newspaper	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi*	All editions

<sup>\*</sup>Hindi being the regional newspaper wherein the registered office of the Company is located.

In this regard, we would like to submit the following documents:

- 1. A copy of the Public Announcement that has been published in the aforesaid newspapers; and
- 2. A certified true copy of the resolution passed by the Board of Directors on April 28, 2022 for approving the Buyback.

We request you to take the above information on record.

Thanking You

For IndiaMART InterMESH Limited

(Manoj Bhargava)

Sr. Vice President (Legal & Secretarial), **Company Secretary & Compliance Officer** 

Membership No: F5164

Encl: As above





Corporate Identity Number (CIN): L74899DL1999PLC101534
Registered Office: 1\* Floor, 29-Daryaganj, Netaji Subash Marg New Delhi - 110002 | Tel: +91- 11- 45608941
Corporate Office: 6\* Floor, Tower 2, Assotech Business Cresterra, Plot No. 22, Sector 135, Noida, 201 305, Uttar Pradesh, India | Tel: +91-120-6777777 Website: www.indiamart.com | E-mail: cs@indiamart.com Contact Person: Manoj Bhargava, Company Secretary and Compliance Officer

1. September 13, 1999 2. March 31, 2000

August 30, 2001

July 15, 2001

March 31, 2002

October 5, 2002

July 1, 2008

11. June 22, 2018

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF INDIAMART INTERMESH LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public appouncement (the "Public Announcement") is made in relation to the Buyback (as defined below) o Equity Shares (as defined below) of IndiaMART InterMESH Limited (the "Company") through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s) amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback

OFFER TO BUYBACK UP TO 1,60,000 FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 10/-(INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 6.250/- (INDIAN RUPEES SIX THOUSAND TWO HUNDRED FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

#### DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

- The board of directors of the Company ("Board") at its meeting held on Thursday, April 28, 2022 ("Board Meeting") subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, have approved the buyback of the Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only)) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only)) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only)) each ("Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only)) each (Indian Rupees Ten Only Shares"), not exceeding 1,60,000 (One Lakh Sixty Thousand Only) Equity Shares (representing 0.52 % and of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and the total paid-up equity capital of the Company as of March 31, 2022) at a price of INR 6,250/- (Indian Rupees Six Thousand Two Hundred Fifty Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 100 Crores/- (Indian Rupees One Hundred Crores Only) excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expense: and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinaft referred to as the "Buyback Offer Size"), from all the shareholders/ beneficial owners of the Equity Shares of the Company including promoters and members of the promoter group of the Company, as on Wednesday, May 11, 2022 ("Record Date") (for further details on the Record Date, refer to paragraph 13 of this Public Announcement), on a proportionate basis through the "tender offer" route in accordance with the provisions of the Companies Act, 2013, as mended (the "Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with the SEBI Buyback Regulations (hereinafte referred to as the "Buyback").
- The Buyback is pursuant to Article 15 of the Articles of Association of the Company, Sections 68, 69, 70 and all oth applicable provisions, if any, of the Companies Act, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations read with SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and such other circulars or notifications, as may be applicable, including any amendment thereof (the "SEBI Circulars")
- Further, under the Companies Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback not exceeding 1,60,000 (One Lakh Sixty Thousand Only) Equity Shares of the Company, representing 0.52 % of the total number of Equity Shares in the existing total paid-up equity capital of the Company as or the date of the Board Meeting and of the total paid-up equity capital of the Company as of March 31, 2022. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and of the total paid-up equity capital of the Company as on the date of the Board Meeting and of the total paid-up equity capital of the Company as of March 31, 2022.
- The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as or the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") vide the SEBI Circulars. Please refer to paragraph 13 below fo further details regarding the Record Date and shareholders' entitlement to tender the Equity Shares in the Buyback
- The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- A copy of this Public Announcement is available on the Company's website i.e., https://investor.indiamart.com/index.htm and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.nseindia.com and www.bseindia.com, during the period of the Buyback

#### NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Board at its meeting held on Thursday, April 28, 2022 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2022 and also as on the date of the Board Meeting and considering these, the Board decided to allocate no exceeding INR 100 Crores /- (Indian Rupees One Hundred Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Boa decided to approve Buyback of not exceeding 1.60.000 (One Lakh Sixty Thousand Only) Equity Shares at a price of INR 6,250/- (Indian Rupees Six Thousand Two Hundred Fifty Only) per Equity Share for an aggregate amount not exceeding INR 100 Crores /- (Indian Rupees One Hundred Crores Only). The Buy back is being under taken, inter-alia, for the following reasons:

- (i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly proportion to their shareholding, thereby, enhancing the overall return to shareholders,
- (ii) The Buyback may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value: and
- (iii) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without addition
- MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID U CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED
- The maximum amount required for the Buyback will not exceed INR 10,000 lakhs/- (Indian Rupees Ten Thousand La Only) excluding the Transaction Costs.
- The Buyback Offer Size represents 5.32% and 5.37% of the aggregate of the Company's fully paid-up equity capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2022. The Buyback Offer Size does not exceed 10% of the total paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2022, which is in compliance  $with \, Regulation \, 5(i)(b) \, of \, the \, SEBI \, Buyback \, Regulations \, and \, Section \, 68(2) \, of \, the \, Companies \, Act, \, 2013.$

### BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE OF THE BUYBACK (i) The Equity Shares of the Company are proposed to be bought back at a price of INR 6,250 /- (Indian Rupees Six

- Thousand Two Hundred Fifty Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares or the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE" and together with NSE, the "Stock Exchanges") where the Equity Shares are listed, impact on net worth, price earnings ratio, earnings per share and other financial parameters.
- (ii) The Buyback Offer Price represents
  - Premium of 30.38 % and 29.55 % over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Friday, April 22, 2022, the date of intimation of Board Meeting to consider the buyback ("Intimation Date"). (b) Premium of 25.65 % and 25.60 % over the volume weighted average market price of the Equity Shares or
  - NSE and BSE, respectively, for two weeks preceding the Intimation Date. Premium of 29.8 % and 30.00 % over the closing price of the Equity Shares on NSE and BSE, respectively
  - as on Wednesday, April 27, 2022, being the Intimation Date
  - Premium of 27.77 % and 27.81 % over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting date.

### MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback up to 1,60,000 (One Lakh Sixty Thousand Only) Equity Shares (representing  $0.52\,\%$ of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and of the total paid-up equity capital of the Company as of March 31, 2022).

#### DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL OF THE COMPANY AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS.

(i) The aggregate shareholding of the promoters, members of the promoter group and of persons who are in control of the Company, as on the date of the Board Meeting i.e., Thursday, April 28, 2022, is as follows:

Sr. No.	Name of the Promoter/Promoter Group	Category (Promoter/Promoter Group)	Number of Equity Shares	% of paid up equity share capital
1.	Dinesh Chandra Agarwal	Promoter	86.30.747	28.05
				19.00
2.	Brijesh Kumar Agrawal	Promoter	58,48,544	
3.	Chetna Agarwal	Promoter Group	1,55,200	0.50
4.	Pankaj Agarwal	Promoter Group	1,51,000	0.49
5.	Anand Kumar Agrawal	Promoter Group	70,000	0.23
6.	Meena Agrawal	Promoter Group	69,800	0.23
7.	Dinesh Chandra Agarwal HUF	Promoter Group	60,000	0.19
8.	Naresh Chandra Agrawal	Promoter Group	40,200	0.13
9.	Prakash Chandra Agrawal	Promoter Group	40,200	0.13
10.	Gunjan Agarwal	Promoter Group	20,000	0.06
11.	Keshar Devi Agrawal	Promoter Group	19,800	0.06
12.	Vijay Jalan	Promoter Group	10,000	0.03
13.	Naresh Chandra Agrawal HUF	Promoter Group	9,000	0.03
14.	Prakash Chandra Agrawal Huf	Promoter Group	6,000	0.02
15.	Anand Kumar Agrawal HUF	Promoter Group	6,000	0.02
16.	Pankaj Agarwal(Hamirwasia Family Trust)	Promoter Group	200	Negligible
17.	Pankaj Agarwal (Hamirwasia Business Trust)	Promoter Group	200	Negligible
18.	Dinesh Chandra Agarwal (Nanpara Family Trust)	Promoter Group	100	Negligible
19.	Dinesh Chandra Agarwal (Nanpara BusinessTrust)	Promoter Group	100	Negligible
	Total	,	15,137,091	49.19

(ii) Except as disclosed below, none of the directors of the Company ("Directors") or key managerial personnel of the

Com	Company ("NIMPS") note any Equity Shares in the Company, as on the date of the Board Meeting:										
Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital							
Dire	Directors										
1.	Dinesh Chandra Agarwal	Managing Director and Chief Executive Officer	86,30,747	28.05							
2.	Brijesh Kumar Agrawal	Whole-Time Director	58,48,544	19.00							
3.	Dhruv Prakash	Non-Executive Director	16,838	0.05							
4.	Rajesh Sawhney	Non-Executive Independent Director	5,000	0.02							
5.	Vivek Narayan Gour	Non-Executive Independent Director	6,700	0.02							
Key	Key Managerial Personnel										
6.	Prateek Chandra	Chief Financial Officer	1,03,720	0.34							
7.	Manoj Bhargava	Company Secretary	2,075	0.01							

(iii) No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the promoters, members of the promoter group and by persons who are in control of the Company during a period of six months preceding the date of the Board Meeting i.e., Thursday, April 28, 2022.

INTENTION OF THE PROMOTERS. MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters and members of the promoter group have expressed their intention of participating in the Buyback, and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted under applicable law:

Sr. No.	Name of the Promoter/ Promoter Group	Maximum number of Equity Shares which may be tendered
Prom	oters	
1.	Dinesh Chandra Agarwal	93,600
2.	Brijesh Kumar Agrawal	63,100
Memb	pers of the Promoter Group	
1.	Chetna Agarwal	750
2.	Pankaj Agarwal	750
3.	Anand Kumar Agrawal	350
4.	Meena Agrawal	350
5.	Dinesh Chandra Agarwal HUF	300
6.	Naresh Chandra Agrawal	200
7.	Prakash Chandra Agrawal	200
8.	Gunjan Agarwal	100
9.	Keshar Devi Agrawal	100
10.	Vijay Jalan	50
11.	Naresh Chandra Agrawal HUF	50
12.	Anand Kumar Agrawal HUF	50
13.	Prakash Chandra Agrawal HUF	50

The details of the date and price of acquisition of the Equity Shares that the promoters/members of the promoter group intend to tender the Buyback are set forth below

Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares		
Dine	sh Chandra Agarwal (	Promoter)						
1.	September 13, 1999	100	10	Subscription to MoA	10.00	100		
2.	January 10, 2000	80,00,000	10	Allotment of Equity Shares in	10.00	80,00,100		
				consideration of acquisition of the				
				assets and liabilities of InterMESH				
				Systems, a sole proprietorship firm				
3.	July 15, 2001	8,000	10	Preferential allotment	40.00	80,08,100		
4.	August 30, 2001	2,000	10	Preferential allotment	40.00	80,10,100		
5.	January 1, 2002	(1,80,000)	10	Transfer by way of gift	NA	78,30,100		
6.	October 5, 2002	4,000	10	Preferential allotment	40.00	78,34,100		
7.	June 15, 2004	25,000	10	Acquisition by way of gift	NA	78,59,100		
8.	September 28, 2005	7,500	10	Acquisition by way of gift	NA	78,66,600		
9.	March 27, 2006	25,000	10	Acquisition by way of gift	NA	78,91,600		
10.	March 29, 2012	(31,50,000)	10	Transfer by way of gift	NA	47,41,600		
11.	May 9, 2018	47,41,600	10	Bonus issue in the ratio one Equity	NA	94,83,200		
				Share for every one existing Equity				
				Share held				
12.	July 3, 2019	(8,52,453)	10	Disposed shares under IPO through	973.00	86,30,747		
				Offer for sale mechanism				
Cumulative shareholding								
Sr. No.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.		
			(1)					

	transaction	Shares	(INR)		per Share (INR)	of Equity Shares				
Brijesh Kumar Agrawal (Promoter)										
1.	September 13, 1999	100	10	Subscription to the MoA	10.00	100				
2.	March 31, 2000	26,000	10	Preferential allotment	10.00	26,100				
3.	June 17, 2001	25,000	10	Preferential allotment	40.00	51,100				
4.	March 31, 2002	6,000	10	Preferential allotment	40.00	57,100				
5.	October 5, 2002	500	10	Preferential allotment	40.00	57,600				
6.	July 26, 2006	5,500	10	Acquisition by way of gift	N.A.	63,100				
7.	April 16, 2012	3,150,000	10	Acquisition by way of gift	N.A.	3,213,100				
8.	May 9, 2018	3,213,100	10	Bonus issue in the ratio one Equity	N.A.	6,426,200				
				Share for every one existing Equity						
				Share held						
9.	July 3, 2019	(577,656)	10	Disposed shares under IPO through	973.00	5,848,544				
				offer for sale mechanism						
		С	umulative	shareholding		5,848,544				
Sr. No.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.				
	transaction	Shares	(INR)		per Share (INR)	of Equity Shares				
Chetna Agarwal (Promoter Group)										

10 Subscription to the MoA

10 Preferential allotment

10 Preferential allotment

Preferential allotment

10 Preferential allotment

2 000 10 Preferential allotment

6,000 10 Acquisition by way of gift

44,000

7.500

10.00

10.00

40.00

40.00

40.00

NΑ

100

44,100

52,100 59,600

69,600

71 600

0.	Iviay 9, 2016	17,000	10	Borius issue in the ratio one Equity	IN.A.	1,55,200
1				Share for every one existing Equity		
				Share held		
		С	umulative	shareholding		1,55,200
Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
Pank	kaj Agarwal (Promoter	Group)				
1.	September 13, 1999	100	10	Subscription to the MoA	10.00	100
2.	March 31, 2000	10,000	10	Preferential allotment	10.00	10,100
3.	June 17, 2001	13,000	10	Preferential allotment	40.00	23,100
4.	March 31, 2002	17,000	10	Preferential allotment	40.00	40,100
5.	October 5, 2002	1,000	10	Preferential allotment	40.00	41,100
6.	September 28, 2003	1,500	10	Acquisition by way of gift	N.A.	42,600
7.	May 7, 2004	2,000	10	Acquisition by way of gift	N.A.	44,600
8.	June 15, 2006	29,500	10	Acquisition by way of gift	N.A.	74,100
9.	September 28, 2005	1,500	10	Acquisition by way of gift	N.A.	75,600
10.	May 9, 2018	75,600	10	Bonus issue in the ratio one Equity	N.A.	1,51,200
				Share for every one existing Equity		
1	1	ı		Share heid	i i	

Culturative shareholding								
Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares		
Anar	nd Kumar Agrawal (Pr	omoter Group)						
1.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	10,000		
2.	July 26, 2006	25,000	10	Acquisition by way of gift	N.A.	35,000		
3.	May 9, 2018	35,000	10	Bonus issue in the ratio one Equity	N.A.	70,000		
				Share for every one existing Equity				
				Share held				
		Cı	umulative	shareholding		70,000		
Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares		

(200) 10 Transfer

Sr. No	transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	per Share (INR)	of Equity Shares						
Me	Meena Agrawal (Promoter Group)											
1.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	10,000						
2.	July 26, 2006	25,000	10	Acquisition by way of gift	N.A.	35,000						
3.	May 9, 2018	35,000	10	Bonus issue in the ratio one Equity	N.A.	70,000						
				Share for every one existing Equity								
				Share held								
4.	June 22, 2018	(100)	10	Transfer by way of gift	N.A.	69,900						
5.	September 17, 2018	(100)	10	Transfer	N.A.	69,800						
	Cumulative shareholding 69,800											

Sr. I	lo. Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares					
D	Dinesh Chandra Agarwal HUF (Promoter Group)										
1	March 31, 2000	21,000	10	Preferential allotment	10.00	21,000					
2	July 15, 2001	8,000	10	Preferential allotment	40.00	29,000					
3	August 30, 2001	1,000	10	Preferential allotment	40.00	30,000					
4	May 9, 2018	30,000	10	Bonus issue in the ratio one Equity	N.A.	60,000					
				Share for every one existing Equity							
				Share held							
	•	С	umulative	shareholding		60,000					

	Cumulative shareholding								
Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares			
Nare	sh Chandra Agrawal (	Promoter Gro	up)						
1.	September 13, 1999	100	10	Subscription to MoA	10.00	100			
2.	March 31, 2000	10,000	10	Preferential allotment	10.00	10,100			
3.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	20,100			
4.	May 9, 2018	20,100	10	Bonus issue in the ratio one Equity	N.A.	40,200			
				Share for every one existing Equity					
				Share held					
	Cumulative shareholding 40,200								
Sr No	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.			

Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction		Cumulative no. of Equity Shares					
Prak	Prakash Chandra Agrawal (Promoter Group)										
1.	September 13, 1999	100	10	Subscription to MoA	10.00	100					
2.	March 31, 2000	10,000	10	Preferential allotment	10.00	10,100					
3.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	20,100					
4.	May 9, 2018	20,100	10	Bonus issue in the ratio one Equity	N.A.	40,200					
		1 '		Share for every one existing Equity							
		'		Share held							
Cumulative shareholding											
Sr. No.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.					
J 140.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares					
	1.0										

ı	Gunj	jan Agarwal (Promote	r Group)				
l	1.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	10,000
L	2.	May 9, 2018	10,000	10	Bonus issue in the ratio one Equity	N.A.	20,000
L					Share for every one existing Equity		
L					Share held		
l	Cumulative shareholding 20,0						
	Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
L	Kesh	nar Devi Agrawal (Pro	moter Group)				
	1.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	10,000
L	2.	March 29, 2012	31,50,000	10	Acquisition by way of gift	N.A.	31,60,000
L	3.	April 16, 2012	(31,50,000)	10	Transfer by way of gift	N.A.	10,000
ı	4.	May 9, 2018	10,000	10	Bonus issue in the ratio one Equity	N.A.	20,000
L					Share for every one existing Equity		
ı					Share held		
l	5.	June 22, 2018	(200)	10	Transfer	N.A.	19,800

Sr.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	
No.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Vija	y Jalan(Promoter Gro					
1.	March 31, 2000	2,500	10	Preferential allotment	10.00	2,500
2.	May 9, 2018	2,500	10	Bonus issue in the ratio one Equity	N.A.	5,000
				Share for every one existing Equity		
Ш				Share held		
3.	March 24, 2021	5,000	10	Transmission from demise of Father	N.A.	10,000
			Cumulative	shareholding		10,000
Sr. Date of No. of Equity Face Value Nature of transaction T				Transaction Value	Cumulative no.	
No.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Nare	esh Chandra Agrawal	HUF (Promote	r Group)			
1.	July 26, 2006	4,500	10	Acquisition by way of gift	N.A.	4,500
2.	May 9, 2018	4,500	10	Bonus issue in the ratio one Equity	N.A.	9,000
				Share for every one existing Equity		
				Share held		
		(	Cumulative	shareholding		9,000
Sr.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.
No.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Ana	nd Kumar Agrawal Hl	JF (Promoter 0	Group)			
1.	July 26, 2006	3,000	10	Acquisition by way of gift	N.A.	3,000
2.	May 9, 2018	3,000	10	Bonus issue in the ratio one Equity	N.A.	6,000
				Share for every one existing Equity		
				Share held		
		(	Cumulative	shareholding		6,000
Sr.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	
No.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Prak	kash Chandra Agrawa	I HUF (Promot	er Group)			
1.	July 26, 2006	3,000	10	Acquisition by way of gift	N.A.	3,000
2.	May 9, 2018	3,000	10	Bonus issue in the ratio one Equity	N.A.	6,000
				Share for every one existing Equity		
				Share held shareholding		
	6,000					

#### NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereo redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY As required by clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made a fu

enquiry into the affairs and prospects of the Company and has formed an opinion that:

(i) immediately following the date of the Board Meeting there will be no grounds on which the Company can be found unable to pay its debts

(ii) as regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regar to the Board's intention with respect to the management of the Company's business during that year and to the amou and character of the financial resources which will in the Board's view be available to the Company during that year, the same of the financial resources which will be sufficient to the company during that year, the same of the financial resources which will be sufficient to the company during that year. Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and

in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and continge liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insol and Bankruptcy Code, 2016 (to the extent notified)

#### REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated April 28, 2022 received from B S R & Co. LLP, the statutory auditor of the Company ("Auditor" Report") addressed to the Board of the Company is reprod

### The Board of Directors

IndiaMART InterMESH Limited

1st Floor, 29 Daryaganj, Netaji Subhash Marg, New Delhi 110 002

INDEPENDENT AUDITOR'S REPORT ON BUY BACK OF SHARES PURSUANT TO THE REQUIREMENT OF THE COMPANIES ACT, 2013, AS AMENDED ("the Act") AND CLAUSE (XI) OF SCHEDULE I TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("the SEBI Buyback Regulations")

This Report is issued in accordance with the terms of our engagement letter dated 27 April 2022. The Board of Director of IndiaMART InterMESH Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on 28 April 2022, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act. 2013 and the SEBI Buyback Regulations The Statement of permissible capital payment ('Annexure A') as at 31 March 2022 (hereinafter referred together as th

"Statement") is prepared by the management.

#### Board of Directors' Responsibility for the Statement

- The preparation of the Statement in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting.

### Auditors' Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone an consolidated financial statements as at and for the year ended 31 March 2022;
- if the amount of the permissible capital payment for the proposed buy-back of equity shares is properly determined considering the audited standalone and consolidated financial statements as at and for the year ended 31 March 2022 and in accordance with proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations; and if the Board of Directors in their meeting dated 28 April 2022, have formed the opinion as specified in clause (x) of
- Schedule I to the SEBI Buyback Regulations, as amended on reasonable grounds and that the Company, hav regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the criteria mention in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the report. We have performed the following procedures in relation to the Statemer (i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidate financial statements as at and for the year ended 31 March 2022;
  - Examined authorization for buyback from the Articles of Association of the Company Examined that the amount of permissible capital payment for the buy-back as detailed in Annexure A prepare
- by management is within permissible limit computed in accordance with proviso to section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations, based on the audited standalone and consolidate financial statements of the Company as at and for the year ended 31 March 2022;
  (iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserv
- after such buy-back based on audited standalone and consolidated financials of the Company as at and for the year ended 31 March 2022;
- Examined that all shares for buy-back are fully paid-up:
- Read the resolutions passed in the meetings of the Board of Directors (vii) Obtained required explanations and representations from management.
- Examined the Board of Directors' declaration of solvency for the purpose of buy-back. The standalone and consolidated financial statements referred to in paragraph 5 above, have been audited by us, on
- which we issued an unmodified audit opinion vide our report dated 28 April 2022. Our audit of these financial statemen was conducted in accordance with the Standards on Auditing ("Standards") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we pla and perform the audit to obtain reasonable assurance about whether the financial statements are free of mater We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificat
- for special purposes issued by the ICAI ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control
- for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Relate Services engagements 10. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- 11. Based on enquiries conducted and our examination as above, we report as follows

We have enquired into the state of affairs of the Company in relation to its audited Standalone and Consolidated Financial Statements as at and for the year ended 31 March 2022 which has been approved by the Board of

- Directors of the Company on 28 April 2022. The Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, ha
- been properly determined in accordance with proviso to Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations, based on the audited standalone and consolidated financial statement of the Company as at and for the year ended 31 March 2022.

  The Board of Directors in their meeting held on 28 April 2022 have formed their opinion, as specified under Claus (x) of Schedule I of the SEBI Buvback Regulations, on reasonable grounds and that the Company will not, having
- regard to its state of affairs, be rendered insolvent within a period of one year from that date. 12. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Place: Gurugram

Date: 28 April 2022

13. This report has been issued at the request of the Company solely for use of the Company in relation to the proposed buy back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of Companies Act, 2013 and the SEBI Buyback Regulations, (i) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Centra Depository Services (India) Limited, National Securities Depository Limited and (ii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do no accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report shown or into whose hands it may come without our prior consent in writing.

Firm's Registration No.101248W/W-10002

Membership No. 51156

ICAI UDIN: 22511565AIATFG805

Anneyure A

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares ("the Statement") in accordance with the proviso to Section 68(2)(b) of the Companies Act, 2013 and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations, based on the audited standalone and consolidated financial statements of the Company as at March

Amount (IN				
Particulars	Particulars			
Paid up equity share capital as on 31 March 2022	Α	305.53	305.53	
Free reserves as on 31 March 2022				
- Retained earnings		3,094.05	2,913.16	
- General reserve		8.45	8.45	
- Securities premium account		15,383.23	15,383.23	
Total free reserves	В	18,485.73	18,304.84	
Total	A+B	18,791.26	18,610.37	
Maximum amount permissible for buyback under proviso to Section 68(2)(b) of		1,879.13	1,861.04	
the Companies Act, 2013 read with proviso to Regulation 5(i)(b) of the SEBI				
Buyback Regulations (10% of paid up share capital and free reserves)				
Maximum amount permitted by Board Resolution dated 28 April 2022 approving		1,0	00	
the Buyback based on the audited financial statements as at and for the year				
ended 31 March 2022				

Unquote

PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical of electronic form, as on the Record Date

The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Act and the SEBI Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such term and conditions as may be permitted by law from time to time.

19,800 IndiaMART InterMESH Limited

Continue.... from previous page. For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows

### **AMBIT**

**Ambit Capital Private Limited** 

Ambit House 449, Senapati Bapat Marg Lower Parel, Mumbai – 400 013 **Tel. No.:** + 91 (22) 6623 3000

Fax No.: + 91 (22) 6623 3100 E-mail: Sameer.parkar@ambit.co Contact Person: Sameer Parkar

- The Company shall request NSE, being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by NSE from time to time. In the event the Shareholder Broker of any Eligible Shareholder is not registered with NSE as a trading member/ stockbroker/, then that Eligible Shareholder can approach any NSE registered stock broker and can register himself by using web based unique client code application ("UCI online") facility through that NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., Ambit Capital Private Limited, to place
- At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the At the beginning of the tendering period, the order for buying Equity shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
- Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- The cumulative quantity of Equity Shares tendered shall be made available on the website of the NSE (i.e. www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period. 11.8. Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise

11.9. Procedure to be followed by shareholders holding Demat Shares:

- Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tende Equity Shares in the Buyback using the Acquisition Window of NSE.
- The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the NSE Clearing Limited ("Clearing Corporation").
- (d) In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation
- (e) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

  Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the
- Exchange Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of non receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations frame thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

11.10. Procedure to be followed by the shareholders holding Physical Shares:

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:

Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents include (i) the Tender form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares) (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a selfattested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport

- Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number. Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph 11.10(a) above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar") at the address mentioned at Paragraph 15 below or the collection centre of the Registrar details of which will be included in the Letter of Offer within 2 days of To below or the collection centre of the Registrar details of which will be included in the Letter of Orler within 2 days of bidding by Seller Member and the same should react, not later than the buyback closing date. The envelope should be super-scribed as "IndiaMart Buyback Offer 202". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

  Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted
- unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Rids'
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

METHOD OF SETTLEMENT

n finalization of the basis of acceptance as per SEBI Buyback Regulations: The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market

- The Company will pay the consideration to the Company Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to such Eligible Shareholde
- Eligible Shareholder will have to ensure that they keep their depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback, Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the shareholder. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/rejection will be strateficion. Any excess Equip Strates, in prosect from purpose acceptance rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares. accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.
- The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the

clearing and settlement mechanism of the Stock Exchanges.

The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for

- payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders placing the order to sell the shares on behalf of the shareholders. The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by
- The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI

RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has announced Wednesday, May 11, 2022 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback.
- As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.

  The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (I) reserved
- category for Small Shareholders (defined below) and (ii) the general category for all other Eligible Shareholders. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares on the Stock Exchanges, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than ₹ 2,00,000 (Rupees two lakh only). For the purpose of classification of a shareholder, as a "small shareholder" multiple demat accounts having the same permanent account number ("PAN"), in case of securities held in the
- form are to be clubbed together In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders as
- on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

  Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible
- In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common Permanent Account Number ("PAN") for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of  $institutional\ investors\ like\ mutual\ funds, pension\ funds/trusts, insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts, insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ PAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ pAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ pAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ pAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ pAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ pAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ pAN\ will\ not\ become a pension\ funds/trusts,\ insurance\ companies\ etc.,\ with\ common\ pAN\ will\ not\ become a pension\ etc.$ clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the

- registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories. Further the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporat body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered ove and above their entitlement in the other category.
- The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders
- The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Share held by the Eligible Shareholder as on the Record Date.
- The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBIBuyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers unde Fakeovers, Buy-Back and Delisting" notified by SEBI Circulars.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date who have their email IDs registered with the Company/ registrar and transfer agent/ depository. However on receipt of a request by Registrar to the Buyback Offer and Manager to the Buyback Offer to receive a copy of Letter o Offer in physical format from such Eliqible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sent physically. For all the remaining Eligible Shareholders who do not have their email IDs registered with the Company/Registrar to the Buyback / depository, the Letter of Offer along with Tender Form will be sent physically.

#### COMPLIANCE OFFICER

The Company has appointed Mr. Manoj Bhargava as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. to 6:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

#### Manoj Bhargava

Senior Vice President (Legal and Secretarial), Company Secretary and Compliance Officer IndiaMARTInterMESH Limited

1st Floor, 29-Daryagani, Netaji Subash Marg

New Delhi - 110002

E-mail: cs@indiamart.com Website: www.indiamart.com

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Link Intime India Private Limited, the Registrar and Share Transfe Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. to 5.30 p.m. at the following address:

### **LINK** Intime

Link Intime India Private Limited

C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West Mumbai – 400 083 Maharashtra, India

Tel No.:+91 22 4918 6200; Fax No.:+91 22 4918 6195

Contact Person: Sumeet Deshpande

Email: indiamart.buyback@linkintime.co.in:

Website: www.linkintime.co.in Investor Grievance E-mail: indiamart.buyback@linkintime.co.in

SEBI Registration No.: INR000004058

Validity Period: Permanent (unless suspended or cancelled by SEBI) CIN: U67190MH1999PTC118368

MANAGER TO THE BUYBACK



**Ambit Private Limited** 

Ambit House 449, Senapati Bapat Marg Lower Parel Mumbai – 400 013 Tel: + 91 22 6623 3030 Fax No.: + 91 (22) 6623 3020

E-mail: iil.buyback@ambit.co Website: www.ambit.co

Investor Grievance E-mail: customerservicemb@ambit.co

Contact Person: Nikhil Bhiwapurkar / Jaspreet Thukral SEBI Registration No.: INM000010585 CIN: U65923MH1997PTC109992

DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information

#### For and on behalf of the Board of Directors of IndiaMARTInterMESH Limited

Sd/-	Sd/-	Sd/-
Brijesh Kumar Agarwal	Dinesh Chandra Agarwal	Manoj Bhargava
Whole time Director	Managing Director &	Company Secretary and
DIN: 00191760	Chief Executive Officer	Compliance Officer
	DIN: 00191800	Membership No.:F 5164

Date : April 29, 2022 Place: New Delhi

## 🖫 tanla TANLA PLATFORMS LIMITED

(formerly Tanla Solutions Limited)

CIN: L72200TG1995PLC021262

Regd Office: TANLA TECHNOLOGY CENTRE, HITECH CITY ROAD, MADHAPUR, HYDERABAD - 500081

Tel: 040-40099999 | Fax: 040-23122999

Extract of the statement of consolidated audited financial results for the quarter and year ended March 31, 2022

			Year ended		
Particulars	31-03-2022 Audited	31-12-2021 Unaudited	31-03-2021 Audited	31-03-2021 Audited	31-03-2021 Audited
Total income from operations	85,764.04	88,901.19	65,009.58	3,22,209.95	2,36,340.03
Profit before tax	17,821.85	19,554.90	12,623.58	67,411.84	41,475.42
Profit after tax	14,062.10	15,800.28	10,253.96	53,927.91	35,613.75
Total Comprehensive income	14,507.67	15,817.21	10,223.60	54,615.81	35,078.11
Paid-up Equity Share Capital (Face value of ₹ 1/- each)				1,357.46	1,360.36
Other Equity				1,34,046.91	87,949.86
Earnings Per Share (of ₹1/- each)					
Basic :	10.36	11.66	7.54	39.77	25.27
Diluted :	10.35	11.66	7.54	39.74	25.27

### Notes:

Hyderabad

April 29, 2022

- 1. The above audited consolidated and standalone financial results of Tanla Platforms Limited (formerly known as Tanla Solutions Limited) ('the Company') for the guarter and year ended March 31, 2022 which have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, other accounting principles generally accepted in India and guidelines issued by Securities and Exchange Board of India, were reviewed and recommended by the Audit Committee and approved by the Board of Directors at its meeting held on April 29, 2022. The statutory auditors have expressed an unmodified opinion on these results
- 2. The Company operates in a single segment as "CPaaS provider".
- 3. The basic EPS and diluted EPS for the quarters have not been annualised.
- 4. The audited financial results for the guarter and year ended March 31, 2022 are available on the Company's website (www.tanla.com) and on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com)

Key standalone information: ₹ in Lakhs						
	Quarter ended					
Particulars	31-03-2022 Audited	31-12-2021 Unaudited	31-03-2021 Audited			
Revenue from operations & other income	36,571.97	36,793.97	25,123.49			
Profit before tax	3,902.72	3,409.68	7,382.64			
Profit after tax	2,896.25	2,660.24	6,631.77			

For Tanla Platforms Limited

D. Uday Kumar Reddy Chairman & CEO DIN: 00003382

### NOTICE

# SBI MUTUAL FUND

Unaudited Half-Yearly financial results of Schemes of SBI Mutual Fund for the period ended March 31, 2022.

Notice is hereby given that in terms of Regulation 59 of Securities and Exchange Board of India (Mutua Funds) Regulations 1996, the unaudited half-yearly financial results of the Schemes of SBI Mutual Fund (the Fund) for the period ended March 31, 2022 have been hosted on the website of the Fund viz,

Investors may accordingly view / download the results from website

For SBI Funds Management Limited

Place: Mumbai Date: April 29, 2022

Vinay M. Tonse **Managing Director & CEO** 

Asset Management Company: SBI Funds Management Limited (A Joint Venture between SBI & AMUNDI) (CIN: U65990MH1992PLC065289), Trustee: SBI Mutual Fund Trustee Company Pvt. Ltd. (CIN: U65991MH2003PTC138496), Sponsor: State Bank of India Regd Office: 9th Floor, Crescenzo, Bandra-Kurla Complex, Bandra (E), Mumbai Block **Tel:** 91-022-61793000, • **Fax:** 91-022-67425687 • **E-mail:** partnerforlife@sbimf.com • www.sbimf.com

> Mutual Fund investments are subject to market risks read all scheme related documents carefully.

SBIMF/2022/APR/12

Corporate Identity Number: L29130PB1993PLC013684; Website: www.gnagroup.com; Email: gjain@gnagroup.com

				(₹ in Lacs
	Quarter Ended Year Ended			
Particulars	31/03/2022 Audited	31/03/2021 Audited	31/03/2022 Audited	31/03/2021 Audited
Revenue from operations (Including Other Income)	30049.31	31068.01	127102.92	8910615.00
Profit Before Tax	2452.86	3731.09	12056.01	9605.11
Profit After Tax	1811.65	2762.70	8876.05	7062.30
Total Comprehensive Income for the period [Comprising Profit for the period (after tax) and Other Comprehensive Income]	1811.65	2762.70	8876.50	7062.30
Paid up equity share capital (Face value of INR 10 Each)	2146.54	2146.54	2146.54	2146.54
Earnings Per Share				
Basic: (INR)	8.44	12.87	41.35	32.90
Diluted: (INR)	8.44	12.87	41.35	32.90

HIGHLIGHTS OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2022						
	Quarte	r Ended	Year Ended			
Particulars	31/03/2022	31/03/2021	31/03/2022	31/03/2021		
	Audited	Audited	Audited	Audited		
Revenue from operations (Including Other Income)	30049.31	31068.01	127102.92	89106.15		
Profit Before Tax	2454.33	3732.72	12058.94	2275.65		
Profit After Tax	1813.12	2764.33	8878.98	7065.30		
Total Comprehensive Income for the period [Comprising Profit for the period (after tax) and Other Comprehensive Income]	1813.12	2764.33	8878.98	7065.30		

Detailed financial results for the quarter and year ended 31 Mach 2022 are available on the Company's website a ww.gnagroup.com and on the Stock Exchanges websites at www.bseindia.com, and www.nseindia.com For G N A Axles Limited

Gursaran Singh Chairman DIN 00805558





















Date: April 29,2022





3,000

6,000

N.A.

Transaction Value | Cumulative no.



## IndiaMART InterMESH Limited

Cr No

Date of

Corporate Identity Number (CIN): L74899DL1999PLC101534
Registered Office: 1" Floor, 29-Daryaganj, Netaji Subash Marg New Delhi - 110002 | Tel: +91- 11- 45608941
Corporate Office: 6<sup>th</sup> Floor, Tower 2, Assotech Business Cresterra, Plot No. 22, Sector 135, Noida, 201 305, Uttar Pradesh, India | Tel: +91-120-6777777 Website: www.indiamart.com | E-mail: cs@indiamart.com Contact Person: Manoj Bhargava, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF INDIAMART INTERMESH LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is made in relation to the Buyback (as defined below) o Equity Shares (as defined below) of IndiaMART InterMESH Limited (the "Company") through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board o India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s) amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") along with the requisit disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback

OFFER TO BUYBACK UP TO 1,60,000 FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 10/ (INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY ("FOUITY SHARES") AT A PRICE OF INR 6.250/- (INDIAN RUPEES SIX THOUSAND TWO HUNDRED FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

#### DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

- The board of directors of the Company ("Board") at its meeting held on Thursday, April 28, 2022 ("Board Meeting" subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, has approved the buyback of the Equity Shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares"), not exceeding 1,60,000 (One Lakh Sixty Thousand Only) Equity Shares (representing 0.52 % and of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and the total paid-up equity capital of the Company as of March 31, 2022) at a price of INR 6,250/- (Indian Rupees Six Thousand Two Hundred Fifty Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 100 Crores/- (Indian Rupees One Hundred Crores Only) excluding any expenses incurred of to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securitie transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expense and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafte referred to as the "Buyback Offer Size"), from all the shareholders/ beneficial owners of the Equity Shares of the Company including promoters and members of the promoter group of the Company, as on Wednesday, May 11, 2022 ("Record Date") (for further details on the Record Date, refer to paragraph 13 of this Public Announcement), on a proportionate basis through the "tender offer" route in accordance with the provisions of the Companies Act, 2013, as amended (the "Companies Act") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with the SEBI Buyback Regulations (hereinafte referred to as the "Buyback").
- The Buyback is pursuant to Article 15 of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI Buyback Regulations read with SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and such other circulars or notifications, as may be applicable, including any amendment thereof (the "SEBI Circulars"). Further, under the Companies Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back
- in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback not exceeding 1,60,000 (One Lakh Sixty Thousand Only) Equity Shares of the Company representing 0.52 % of the total number of Equity Shares in the existing total paid-up equity capital of the Company as or the date of the Board Meeting and of the total paid-up equity capital of the Company as of March 31, 2022. Therefore, the number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and of the total paid-up equity capital of the Company as of March 31, 2022.
- The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as or  $the \ Record \ Date \ \textbf{("Eligible Shareholders")} \ through \ the \ tender \ offer \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ process \ prescribed \ under \ process \ prescribed \ process \ prescribed \ process \ prescribed \ process \ process \ prescribed \ process \ pr$ SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering o Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specific by the Securities and Exchange Board of India ("SEBI") vide the SEBI Circulars. Please refer to paragraph 13 below fo further details regarding the Record Date and shareholders' entitlement to tender the Equity Shares in the Buyback.
- The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligibl Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.
- A copy of this Public Announcement is available on the Company's website i.e., https://investor.indiamart.com/index.htm and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.nseindia.com and www.bseindia.com, during the period of the Buyback.
- NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Board at its meeting held on Thursday, April 28, 2022 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as or March 31, 2022 and also as on the date of the Board Meeting and considering these, the Board decided to allocate not exceeding INR 100 Crores /- (Indian Rupees One Hundred Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Boa decided to approve Buyback of not exceeding 1.60.000 (One Lakh Sixty Thousand Only) Equity Shares at a price of INR 6,250/- (Indian Rupees Six Thousand Two Hundred Fifty Only) per Equity Share for an aggregate amount not exceeding INR 100 Crores /- (Indian Rupees One Hundred Crores Only). The Buy back is being under taken, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly proportion to their shareholding, thereby, enhancing the overall return to shareholders
- (ii) The Buyback may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value: and
- (iii) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose t participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without addition
- MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED
- The maximum amount required for the Buyback will not exceed INR 10,000 lakhs/- (Indian Rupees Ten Thousand Lal Only) excluding the Transaction Costs
- The Buyback Offer Size represents 5.32% and 5.37% of the aggregate of the Company's fully paid-up equity capital and 3.2. ree reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2022. The Buyback Offer Size does not exceed 10% of the total paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2022, which is in compliance  $with \, Regulation \, 5(i)(b) \, of \, the \, SEBI \, Buyback \, Regulations \, and \, Section \, 68(2) \, of \, the \, Companies \, Act, \, 2013.$

### BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE OF THE BUYBACK

- (i) The Equity Shares of the Company are proposed to be bought back at a price of INR 6,250 /- (Indian Rupees Six Thousand Two Hundred Fifty Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares or the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE" and together with NSE, the "Stock Exchanges") where the Equity Shares are listed, impact on net worth, price earnings ratio, earnings per share and other financial parameters.
- (ii) The Buyback Offer Price represents:
- (a) Premium of 30.38 % and 29.55 % over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Friday, April 22, 2022, the date of intimation of Board Meeting to consider the buyback ("Intimation Date")
- (b) Premium of 25.65 % and 25.60 % over the volume weighted average market price of the Equity Shares or NSE and BSE, respectively, for two weeks preceding the Intimation Date.
- Premium of 29.8 % and 30.00 % over the closing price of the Equity Shares on NSE and BSE, respectively as on Wednesday, April 27, 2022, being the Intimation Date.
- Premium of 27.77 % and 27.81 % over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting date.

#### MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK The Company proposes to buyback up to 1,60,000 (One Lakh Sixty Thousand Only) Equity Shares (representing 0.52 %

of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and of the total paid-up equity capital of the Company as of March 31, 2022).

#### DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL OF THE COMPAN' AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

The aggregate shareholding of the promoters, members of the promoter group and of persons who are in control of the Company, as on the date of the Board Meeting i.e., Thursday, April 28, 2022, is as follows

Sr. No.	Name of the Promoter/Promoter Group	Category (Promoter/Promoter Group)	Number of Equity Shares	% of paid up equity share capita
1.	Dinesh Chandra Agarwal	Promoter	86,30,747	28.05
2.	Brijesh Kumar Agrawal	Promoter	58,48,544	19.00
3.	Chetna Agarwal	Promoter Group	1,55,200	0.50
4.	Pankaj Agarwal	Promoter Group	1,51,000	0.49
5.	Anand Kumar Agrawal	Promoter Group	70,000	0.23
). [	Meena Agrawal	Promoter Group	69,800	0.23
7.	Dinesh Chandra Agarwal HUF	Promoter Group	60,000	0.19
3.	Naresh Chandra Agrawal	Promoter Group	40,200	0.13
9.	Prakash Chandra Agrawal	Promoter Group	40,200	0.13
0.	Gunjan Agarwal	Promoter Group	20,000	0.06
11.	Keshar Devi Agrawal	Promoter Group	19,800	0.06
12.	Vijay Jalan	Promoter Group	10,000	0.03
13.	Naresh Chandra Agrawal HUF	Promoter Group	9,000	0.03
14.	Prakash Chandra Agrawal Huf	Promoter Group	6,000	0.02
15.	Anand Kumar Agrawal HUF	Promoter Group	6,000	0.02
16.	Pankaj Agarwal(Hamirwasia Family Trust)	Promoter Group	200	Negligible
17.	Pankaj Agarwal (Hamirwasia Business Trust)	Promoter Group	200	Negligible
18.	Dinesh Chandra Agarwal (Nanpara Family Trust)	Promoter Group	100	Negligible
19.	Dinesh Chandra Agarwal (Nanpara BusinessTrust)	Promoter Group	100	Negligible
П	Total		15,137,091	49.19

(ii) Except as disclosed below, none of the directors of the Company ("Directors") or key managerial personnel of the

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% of paid up equity share capital				
Directors								
Dinesh Chandra Agarwal		Managing Director and Chief	86,30,747	28.05				
	•	Executive Officer						
2.	Brijesh Kumar Agrawal	Whole-Time Director	58,48,544	19.00				
3.	Dhruv Prakash	Non-Executive Director	16,838	0.05				
4.	Rajesh Sawhney	Non-Executive Independent Director	5,000	0.02				
5.	Vivek Narayan Gour	Non-Executive Independent Director	6,700	0.02				
Key	Managerial Personnel							
6.	Prateek Chandra	Chief Financial Officer	1,03,720	0.34				

(iii) No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the promoters, members of the promoter group and by persons who are in control of the Company during a period of six months preceding the date of the Board Meeting i.e., Thursday, April 28, 2022 INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

2.075

Company Secretary

7. Manoj Bhargava

In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters and members of the promoter group have expressed their intention of participating in the Buyback, and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted under applicable law:

Sr. No.	Name of the Promoter/ Promoter Group	Shares which may be tendered					
Prom	oters						
1.	Dinesh Chandra Agarwal	93,600					
2.	Brijesh Kumar Agrawal	63,100					
Members of the Promoter Group							
1.	Chetna Agarwal	750					
2.	Pankaj Agarwal	750					
3.	Anand Kumar Agrawal	350					
4.	Meena Agrawal	350					
5.	Dinesh Chandra Agarwal HUF	300					
6.	Naresh Chandra Agrawal	200					
7.	Prakash Chandra Agrawal	200					
8.	Gunjan Agarwal	100					
9.	Keshar Devi Agrawal	100					
10.	Vijay Jalan	50					
11.	Naresh Chandra Agrawal HUF	50					
12.	Anand Kumar Agrawal HUF	50					
13.	Prakash Chandra Agrawal HUF	50					

The details of the date and price of acquisition of the Equity Shares that the promoters/members of the promoter group intend to tender in the Buyback are set forth below

Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
Dine	sh Chandra Agarwal (	Promoter)				
1.	September 13, 1999	100	10	Subscription to MoA	10.00	100
2.	January 10, 2000	80,00,000	10	Allotment of Equity Shares in	10.00	80,00,100
				consideration of acquisition of the		
				assets and liabilities of InterMESH		
				Systems, a sole proprietorship firm		
3.	July 15, 2001	8,000	10	Preferential allotment	40.00	80,08,100
4.	August 30, 2001	2,000	10	Preferential allotment	40.00	80,10,100
5.	January 1, 2002	(1,80,000)	10	Transfer by way of gift	NA	78,30,100
6.	October 5, 2002	4,000	10	Preferential allotment	40.00	78,34,100
7.	June 15, 2004	25,000	10	Acquisition by way of gift	NA	78,59,100
8.	September 28, 2005	7,500	10	Acquisition by way of gift	NA	78,66,600
9.	March 27, 2006	25,000	10	Acquisition by way of gift	NA	78,91,600
10.	March 29, 2012	(31,50,000)	10	Transfer by way of gift	NA	47,41,600
11.	May 9, 2018	47,41,600	10	Bonus issue in the ratio one Equity	NA	94,83,200
				Share for every one existing Equity		
				Share held		
12.	July 3, 2019	(8,52,453)	10	Disposed shares under IPO through	973.00	86,30,747
	·			Offer for sale mechanism		
		C	umulative	shareholding		86,30,747

Sr. No.	Date of	No. or Equity	race value	Nature of transaction	Transaction value	Cumulative no.
	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Brije	sh Kumar Agrawal (Pi	romoter)				
1.	September 13, 1999	100	10	Subscription to the MoA	10.00	100
2.	March 31, 2000	26,000	10	Preferential allotment	10.00	26,100
3.	June 17, 2001	25,000	10	Preferential allotment	40.00	51,100
4.	March 31, 2002	6,000	10	Preferential allotment	40.00	57,100
5.	October 5, 2002	500	10	Preferential allotment	40.00	57,600
6.	July 26, 2006	5,500	10	Acquisition by way of gift	N.A.	63,100
7.	April 16, 2012	3,150,000	10	Acquisition by way of gift	N.A.	3,213,100
8.	May 9, 2018	3,213,100	10	Bonus issue in the ratio one Equity	N.A.	6,426,200
				Share for every one existing Equity		
				Share held		
9.	July 3, 2019	(577,656)	10	Disposed shares under IPO through	973.00	5,848,544
	-			offer for sale mechanism		
		C	umulative	shareholding		5,848,544
er No	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no

No. of Equity Face Value | Nature of transaction

Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
Chet	na Agarwal (Promotei	Group)				
1.	September 13, 1999	100	10	Subscription to the MoA	10.00	100
2.	March 31, 2000	44,000	10	Preferential allotment	10.00	44,100
3.	July 15, 2001	8,000	10	Preferential allotment	40.00	52,100
4.	August 30, 2001	7,500	10	Preferential allotment	40.00	59,600
5.	March 31, 2002	10,000	10	Preferential allotment	40.00	69,600
6.	October 5, 2002	2,000	10	Preferential allotment	N.A.	71,600
7.	July 1, 2008	6,000	10	Acquisition by way of gift	N.A.	77,600
8.	May 9, 2018	77,600	10	Bonus issue in the ratio one Equity	N.A.	1,55,200
	•			Share for every one existing Equity		
				Share held		
		С	umulative	shareholding		1,55,200
Sr. No.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.

			umulative	snarenoiding		1,55,200
Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
Pank	aj Agarwal (Promoter	Group)				
1.	September 13, 1999	100	10	Subscription to the MoA	10.00	100
2.	March 31, 2000	10,000	10	Preferential allotment	10.00	10,100
3.	June 17, 2001	13,000	10	Preferential allotment	40.00	23,100
4.	March 31, 2002	17,000	10	Preferential allotment	40.00	40,100
5.	October 5, 2002	1,000	10	Preferential allotment	40.00	41,100
6.	September 28, 2003	1,500	10	Acquisition by way of gift	N.A.	42,600
7.	May 7, 2004	2,000	10	Acquisition by way of gift	N.A.	44,600
8.	June 15, 2006	29,500	10	Acquisition by way of gift	N.A.	74,100
9.	September 28, 2005	1,500	10	Acquisition by way of gift	N.A.	75,600
10.	May 9, 2018	75,600	10	Bonus issue in the ratio one Equity	N.A.	1,51,200
	•			Share for every one existing Equity		
				Share held		
11.	June 22, 2018	(200)	10	Transfer	850.00	1,51,000
		С	umulative	shareholding		1,51,000

			umulative	Silarenoluling		1,51,000
Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
Anar	nd Kumar Agrawal (Pr	omoter Group)				
1.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	10,000
2.	July 26, 2006	25,000	10	Acquisition by way of gift	N.A.	35,000
3.	May 9, 2018	35,000	10	Bonus issue in the ratio one Equity	N.A.	70,000
				Share for every one existing Equity		
				Share held		
		Cı	umulative	shareholding		70,000

l	Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction		Cumulative no. of Equity Shares			
ı	Meer	Meena Agrawal (Promoter Group)								
ı	1.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	10,000			
ı	2.	July 26, 2006	25,000	10	Acquisition by way of gift	N.A.	35,000			
ı	3.	May 9, 2018	35,000	10	Bonus issue in the ratio one Equity	N.A.	70,000			
ı					Share for every one existing Equity					
ı					Share held					
۱	4.	June 22, 2018	(100)	10	Transfer by way of gift	N.A.	69,900			
ı	5.	September 17, 2018	(100)	10	Transfer	N.A.	69,800			
ı			C	umulative	shareholding		69,800			

Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction		of Equity Shares
Dine	sh Chandra Agarwal I	HUF (Promoter	Group)			
1.	March 31, 2000	21,000	10	Preferential allotment	10.00	21,000
2.	July 15, 2001	8,000	10	Preferential allotment	40.00	29,000
3.	August 30, 2001	1,000	10	Preferential allotment	40.00	30,000
4.	May 9, 2018	30,000	10	Bonus issue in the ratio one Equity	N.A.	60,000
				Share for every one existing Equity		
				Share held		
		С	umulative	shareholding		60,000
	D-tf	N ( F 26	F \( -1	N-4	T	0

Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no of Equity Share
Nare	sh Chandra Agrawal (	Promoter Grou	up)			
1.	September 13, 1999	100	10	Subscription to MoA	10.00	100
2.	March 31, 2000	10,000	10	Preferential allotment	10.00	10,100
3.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	20,100
4.	May 9, 2018	20,100	10	Bonus issue in the ratio one Equity	N.A.	40,200
				Share for every one existing Equity		
				Share held		
		С	umulative	shareholding		40,200

Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
Prak	ash Chandra Agrawal	(Promoter Gro	oup)			
1.	September 13, 1999	100	10	Subscription to MoA	10.00	100
2.	March 31, 2000	10,000	10	Preferential allotment	10.00	10,100
3.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	20,100
4.	May 9, 2018	20,100	10	Bonus issue in the ratio one Equity	N.A.	40,200
				Share for every one existing Equity		
				Share held		
		C	umulative	shareholding		40,200

1	Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
II	Gunj	an Agarwal (Promotei	r Group)				
11.	1.	January 1, 2002	10,000	10	Acquisition by way of gift	N.A.	10,000
Ш	2.	May 9, 2018	10,000	10	Bonus issue in the ratio one Equity	N.A.	20,000
11					Share for every one existing Equity		
╢					Share held		
1			Cı	umulative	shareholding		20,000
Ш	Sr. No.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.
ı	Sr. No.	Date of transaction	No. of Equity Shares	Face Value (INR)	Nature of transaction	Transaction Value per Share (INR)	Cumulative no. of Equity Shares
			Shares		Nature of transaction		
		transaction	Shares	(INR)	Nature of transaction  Acquisition by way of gift		
		transaction ar Devi Agrawal (Pror	Shares moter Group)	(INR) 10		per Share (INR)	of Equity Shares
	Kesh	transaction ar Devi Agrawal (Pror January 1, 2002	Shares moter Group) 10,000	(INR) 10	Acquisition by way of gift	per Share (INR)	of Equity Shares 10,000
	Kesh 1. 2.	transaction nar Devi Agrawal (Pror January 1, 2002 March 29, 2012	Shares moter Group) 10,000 31,50,000	10 10	Acquisition by way of gift Acquisition by way of gift Transfer by way of gift Bonus issue in the ratio one Equity	per Share (INR)  N.A.  N.A.	10,000 31,60,000
e 8 8 9	1. 2. 3.	transaction har Devi Agrawal (Pror January 1, 2002 March 29, 2012 April 16, 2012	Shares moter Group) 10,000 31,50,000 (31,50,000)	10 10 10	Acquisition by way of gift Acquisition by way of gift Transfer by way of gift	N.A. N.A. N.A.	10,000 31,60,000 10,000

10 Transfer

mulative shareholdi

No.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Vija	y Jalan(Promoter Gro	up)				
1.	March 31, 2000	2,500	10	Preferential allotment	10.00	2,500
2.	May 9, 2018	2,500	10	Bonus issue in the ratio one Equity	N.A.	5,000
				Share for every one existing Equity		
				Share held		
3.	March 24, 2021	5,000	10	Transmission from demise of Father	N.A.	10,000
			Cumulative	shareholding		10,000
Sr.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.
No.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Nar	esh Chandra Agrawal	HUF (Promote	r Group)			
1.	July 26, 2006	4,500	10	Acquisition by way of gift	N.A.	4,500
2.	May 9, 2018	4,500	10	Bonus issue in the ratio one Equity	N.A.	9,000
				Share for every one existing Equity		
				Share held		
		(	Cumulative	shareholding		9,000
Sr.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.
No.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Ana	nd Kumar Agrawal HI	UF (Promoter 0	Group)			
1.	July 26, 2006	3,000	10	Acquisition by way of gift	N.A.	3,000
2.	May 9, 2018	3,000	10	Bonus issue in the ratio one Equity	N.A.	6,000
	-			Share for every one existing Equity		
				Share held		
		(	Cumulative	shareholding		6,000
Sr.	Date of	No. of Equity	Face Value	Nature of transaction	Transaction Value	Cumulative no.
No.	transaction	Shares	(INR)		per Share (INR)	of Equity Shares
Dral	kash Chandra Agrawa	I LITE (Bromot	or Group)		, ,	

No. of Equity Face Value Nature of transaction

1. July 26, 2006

Date of

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereo redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company

Share held

Cumulative shareholding

Acquisition by way of gift

Share for every one existing Equit

#### CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY As required by clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made a ful enquiry into the affairs and prospects of the Company and has formed an opinion that immediately following the date of the Board Meeting there will be no grounds on which the Company can be found unable

10

- to pay its debts: (ii) as regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regar as regions in exponentially a property of the year infinite directly following in leader of the Doard weeting, and having eyed to the year infinite directly following in leader of the Doard weeting, and having eyed to the weeting, and having eyed in the total point of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the
- one year from the date of the Board Meeting; and (iii) in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and continge liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Ins and Bankruptcy Code, 2016 (to the extent notified)

Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated April 28, 2022 received from B S R & Co. LLP, the statutory auditor of the Company ("Auditor" Report") addressed to the Board of the Company is reproduced

The Board of Directors

Transaction Value Cumulative no

IndiaMART InterMESH Limited

1st Floor, 29 Daryaganj, Netaji Subhash Marg, New Delhi 110 002

INDEPENDENT AUDITOR'S REPORT ON BUY BACK OF SHARES PURSUANT TO THE REQUIREMENT OF TH COMPANIES ACT, 2013, AS AMENDED ("the Act") AND CLAUSE (XI) OF SCHEDULE I TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("the SEBI Buyback Regulations") This Report is issued in accordance with the terms of our engagement letter dated 27 April 2022. The Board of Director

- of IndiaMART InterMESH Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on 28 April 2022, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act 2013 and the SEBI Buyback Regulations
- The Statement of permissible capital payment ('Annexure A') as at 31 March 2022 (hereinafter referred together as th "Statement") is prepared by the management.

Board of Directors' Responsibility for the Statement

- The preparation of the Statement in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that ar easonable in the circumstances.
- The Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and the Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and the Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and the Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and the Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and the Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and the Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and the Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and the Board of Directors are responsible to the Board of Direc form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting

Auditors' Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone an consolidated financial statements as at and for the year ended 31 March 2022;
- (ii) if the amount of the permissible capital payment for the proposed buy-back of equity shares is properly determine considering the audited standalone and consolidated financial statements as at and for the year ended 31 Marc 2022 and in accordance with proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of SEB Buyback Regulations; and (iii) if the Board of Directors in their meeting dated 28 April 2022, have formed the opinion as specified in clause (x) or
- Schedule I to the SEBI Buyback Regulations, as amended on reasonable grounds and that the Company, havin regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the criteria mention in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the sment of the risks associated with the report. We have performed the following procedures in relation to the Statemer We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidat financial statements as at and for the year ended 31 March 2022:
  - Examined authorization for buyback from the Articles of Association of the Company; (iii) Examined that the amount of permissible capital payment for the buy-back as detailed in Annexure A prepare
- by management is within permissible legisla payment to the objects as detailed in America Pipelare by management is within permissible limit computed in accordance with proviso to section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations, based on the audited standalone and consolidated. financial statements of the Company as at and for the year ended 31 March 2022;

  (iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve
- after such buy-back based on audited standalone and consolidated financials of the Company as at and for the year ended 31 March 2022; Examined that all shares for buy-back are fully paid-up:
  - Read the resolutions passed in the meetings of the Board of Directors.
- Obtained required explanations and representations from management
- Examined the Board of Directors' declaration of solvency for the purpose of buy-back.
- The standalone and consolidated financial statements referred to in paragraph 5 above, have been audited by us, o was conducted in accordance with the Standards on Auditing ("Standards") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we pla and perform the audit to obtain reasonable assurance about whether the financial statements are free of materia misstatement.
- We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificate for special purposes issued by the ICAI ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control
- for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- 11 Based on enquiries conducted and our examination as above, we report as follows:

- 10 on enquiries conducted and our examination as acove, we report as tollows.
  We have enquired into the state of affairs of the Company in relation to its audited Standalone and Consolidatec Financial Statements as at and for the year ended 31 March 2022 which has been approved by the Board o Directors of the Company on 28 April 2022. The Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, ha
- been properly determined in accordance with proviso to Section 68(2)(b) of the Act and proviso to Regulatio 5(i)(b) of the SEBI Buyback Regulations, based on the audited standalone and consolidated financial statement of the Company as at and for the year ended 31 March 2022.
  The Board of Directors in their meeting held on 28 April 2022 have formed their opinion, as specified under Clause
- (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, havin regard to its state of affairs, be rendered insolvent within a period of one year from that date. 12. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration
- Restriction on use 13. This report has been issued at the request of the Company solely for use of the Company in relation to the proposed buy

back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, (i) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies. Securities and Exchange Board of India stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Centra Depository Services (India) Limited, National Securities Depository Limited and (ii) for providing to the managers, eac for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLI Firm's Registration No.101248W/W-100022

Place: Gurugram Date: 28 April 2022

Membership No. 51156 ICAI UDIN: 22511565AIATFG805

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares ("the Statement") in accordance with the proviso to Section 68(2)(b) of the Companies Act, 2013 and proviso to Regulation 5(i)(b) of the SEB Buyback Regulations, based on the audited standalone and consolidated financial statements of the Company as at March Amount (INR Millio

Particulars		Standalone	Consolidated
Paid up equity share capital as on 31 March 2022	Α	305.53	305.53
Free reserves as on 31 March 2022			
- Retained earnings		3,094.05	2,913.16
- General reserve		8.45	8.45
- Securities premium account		15,383.23	15,383.23
Total free reserves	В	18,485.73	18,304.84
Total	A + B	18,791.26	18,610.37
Maximum amount permissible for buyback under proviso to Section 68(2)(b) of		1,879.13	1,861.04
the Companies Act, 2013 read with proviso to Regulation 5(i)(b) of the SEBI			
Buyback Regulations (10% of paid up share capital and free reserves)			
Maximum amount permitted by Board Resolution dated 28 April 2022 approving		1,0	000
the Buyback based on the audited financial statements as at and for the year			
ended 31 March 2022			

19,800

- PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK The Buyback is open to all Eliqible Shareholders/beneficial owners of the Company holding Equity Shares either in physical of
- electronic form, as on the Record Date The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the
- SEBI Circulars, and following the procedure prescribed in the Act and the SEBI Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

ndiaMART InterMESH Limited

### Continue.... from previous page.

### IndiaMART InterMESH Limited

For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows

**AMBIT** 

#### **Ambit Capital Private Limited**

Ambit House 449, Senapati Bapat Marg Lower Parel, Mumbai - 400 013

Tel. No.: + 91 (22) 6623 3000 Fax No.: + 91 (22) 6623 3100 E-mail: Sameer.parkar@ambit.co Contact Person: Sameer Parkar

- The Company shall request NSE, being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by NSE from time to time. In the event the Shareholder Broker of any Eligible Shareholder is not registered with NSE as a trading member. stockbroker/, then that Eligible Shareholder can approach any NSE registered stock broker, and can register himself by using web based unique client code application ("UCI online") facility through that NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other NSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., Ambit Capital Private Limited, to place
- At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisi Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after
- Eligible Shareholders have completed their KYC requirement as required by the Company's broker.

  Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the endering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares sha clubbed and considered as "one bid" for the purposes of acceptance.
- The cumulative quantity of Equity Shares tendered shall be made available on the website of the NSE (i.e. www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period. Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court fo transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified
- as per the provisions of law or otherwise
- Procedure to be followed by shareholders holding Demat Shares:
  (a) Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
  - The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of NSE.

to the Company and the duplicate share certificates have not been issued either due to such request being under process

- The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the NSE Clearing Limited ("Clearing Corporation").
- (d) In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Fligible Shareholder at source depository to clearing membe pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation
- (e) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian onfirmation and the revised order shall be sent to the custodian again for confirmation
- Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc. In case of non receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Manage Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 11.10. Procedure to be followed by the shareholders holding Physical Shares: In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholder holding Equity Shares in physical form can participate in the Buyback. The procedure is as below
  - Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents include (i) the Tender form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares) (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not limited to duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a selfattested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity

- Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the NSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

  The Seller Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents
- (as mentioned in Paragraph 11.10(a) above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar") at the address mentioned at Paragraph 15 below or the collection centre of the Registrar details of which will be included in the Letter of Offer within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date. The envelope should be super-scribed as "IndiaMart Buyback Offer 2022". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

  Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted
- unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- An unregistered shareholder holding physical shares may also tender his Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents

#### METHOD OF SETTLEMENT

n finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. The Company will pay the consideration to the Company Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to such Eligible Shareholder.
- Eligible Shareholder will have to ensure that they keep their depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the shareholder. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.
- The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback
- Fligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders placing the order to sell the shares on behalf of the shareholders. The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
- The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

#### RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has announced Wednesday, May 11, 2022 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback
- As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer m indicating the entitlement of the Eligible Shareholder for participating in the Buyback
- The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (I) reserved category for Small Shareholders (defined below) and (ii) the general category for all other Eligible Shareholders.

  As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder who
- holds Equity Shares having market value, on the basis of closing price of shares on the Stock Exchanges, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than ₹ 2,00,000 (Rupees two lakh only). For the purpose of classification of a shareholder, as a "small shareholder" multiple demat accounts having the same permanent account number ("PAN"), in case of securities held in the demat form are to be clubbed together
- In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder Category, the Company will club together the equity shares held by such shareholders with a common Permanent Account Number ("PAN") for determining the category (Small Shareholder or General)and entitlement under the Buyback. In case of ioint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the

- registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories. Further the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders
- The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBIBuyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date who have their email IDs registered with the Company/ registrar and transfer agent/ depository. However, on receipt of a request by Registrar to the Buyback Offer and Manager to the Buyback Offer to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sent physically. For all the remaining Eligible Shareholders who do not have their email IDs registered with the Company/Registrar to the Buyback / depository, the Letter of Offer along with Tender Form will be sent physically.

#### COMPLIANCE OFFICER

The Company has appointed Mr. Manoj Bhargava as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. to 6:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Senior Vice President (Legal and Secretarial), Company Secretary and Compliance Officer IndiaMARTInterMESH Limited

1<sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg New Delhi - 110002

Tel: +91-120-6777777

E-mail: cs@indiamart.com Website: www.indiamart.com

#### INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. to 5.30 p.m. at the following address:

### **LINK** Intime

#### Link Intime India Private Limited

C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West Mumbai – 400 083 Maharashtra, India

Tel No.:+91 22 4918 6200: Fax No.:+91 22 4918 6195

Contact Person: Sumeet Deshpande

Email: indiamart.buyback@linkintime.co.in; Website: www.linkintime.co.in

Investor Grievance E-mail: indiamart.buyback@linkintime.co.in

SEBI Registration No.: INR000004058 Validity Period: Permanent (unless suspended or cancelled by SEBI)

CIN: U67190MH1999PTC118368 MANAGER TO THE BUYBACK 16.

## AMBIT

#### **Ambit Private Limited** Ambit House

449, Senapati Bapat Marg Lower Parel Mumbai – 400 013 Tel: + 91 22 6623 3030 Fax No.: + 91 (22) 6623 3020

E-mail: iil.buyback@ambit.co

Website: www.ambit.co Investor Grievance E-mail: customerservicemb@ambit.co

Contact Person: Nikhil Bhiwapurkar / Jaspreet Thukral SEBI Registration No.: INM000010585 CIN: U65923MH1997PTC109992

### DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information

## For and on behalf of the Board of Directors of

Sd/-	Sd/-	Sd/-
Brijesh Kumar Agarwal	Dinesh Chandra Agarwal	Manoj Bhargava
Whole time Director	Managing Director &	Company Secretary and
DIN: 00191760	Chief Executive Officer	Compliance Officer
	DIN: 00191800	Membership No.:F 5164

Place: New Delhi



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सचना प्रोद्योगिकी विभाग केन्द्रीय कार्यालय : 763, अण्णा सालै, चेन्नै, 600002 इण्डियन ओवरसीज बैंक (आइओबी) निम्नलिखित के लिए बोलियाँ आमंत्रित करता है

सरकारी ई-मार्केट – प्रतिलिपिकरण समाधान नकारात्मक सूची की जांच (डिडुप्लीकेशन सॉल्यूशन नेगेटिव लिस्ट स्क्रीनिंग), सी केवाईसी के साथ ग्राहक् जोखिम का आकलन संबंधी निविदा आमंत्रित करता है: बोली संख्या GEM/2022/B/2140422 दिनांक: 28-04-2022

उपर्युक्त निविदा के लिए निविदा दस्तावेज़ बैंक की ई-निविद वेबसाइट www.gem.gov.in और www.iob.in पर उपलब्ध हैं। निविदा विवरण और उसमें भविष्य में होने वाले संशोधन, यदि कोई हो, के लिए निम्नलिखित वेबसाइट www.gem.gov.in का

### इण्डियन ओवरसीज़ बैंक

सूचना प्रोद्योगिकी विभाग केन्द्रीय कार्यालय : 763, अण्णा सालै, चेन्नै, 600002 इण्डियन ओवरसीज़ बैंक (आइओबी) निम्नलिखित के लिए बोलियाँ आमंत्रित करता है:

प्रस्ताव के लिए अनुरोध (आरएफपी) - वित्त समाधान की आपूर्ति श्रृंखला का रखरखाव, कार्यान्वयन और आपूर्ति -

आरएफपी संदर्भ संख्या: आरएफपी/आईटीडी/001/22-23 दिनांक 27.04.2022

उपर्युक्त निविदा संबंधी आरएफपी दस्तावेज़ बैंक की ई-निविदा वेबसाइट https://iobtenders.auctiontiger.net www.iob.in पर उपलब्ध हैं। आरएफपी के विवरण और भविष्य में होने वाले संशोधन, यदि कोई हो, के लिए निम्नलिखित वेबसाइट https://iobtenders.auctiontiger.net का

## कॉपॉरेट कार्यालय : बीओडी, संपदा, आईटीडी 254-260, अव्वै षण्मुगम सालै, चेन्नै-14 मार्केटिंग एजेंसियों को सूचीबद्ध करना

इंडियन बैंक. मार्केटिंग एजेंसियों को सूचीबद्ध करने हेतु ऑनलाइन बिड आमंत्रित करता है आरएफ़पी दस्तावेज़ एवं विवरण के लिए www.indianbank.in को देखें। बिड प्रस्तुत करने की अंतिम तारीख 30.05.2022 है ।

महापबंधक दिनांक: 30.04.2022 (मार्केटिंग/सीसीडी)



Investment Manager: Indiabulls Asset Management Co. Ltd. (AMC) Registered Office: Plot No. 422, Udyog Vihar, Phase-IV, Gurugram, Haryana - 122 016. Tel: (0124) - 6681199, Fax: (0124) - 6681111, Website: www.indiabullsamc.com CIN: U65991HR2008PLC095063

## Notice cum Addendum No. 04/ 2022

Disclosure / Hosting of Half Yearly Unaudited Financials of the Schemes of Indiabulls Mutual Fund (IBMF): All unit holders of Indiabulls Mutual Fund are requested to note that in terms of Regulation 59 of SEBI (Mutual Funds) Regulations, 1996 and SEBI circulars issued in this regard from time to time, the Half Yearly Unaudited Financials for the period ended March 31, 2022 of Schemes of Indiabulls Mutual Fund have been hosted on the website of Indiabulls Mutual Fund at https://www.indiabullsamc.com/about-us/financials in a user friendly and

As per the Go Green Initiative, investors are encouraged to register/update their email id and mobile number with us to support paper less communications

For Indiabulls Asset Management Co. Ltd. (Investment Manager to Indiabulls Mutual Fund)

**Uday Diwale** 

Compliance Officer

: Mumbai Place : April 29, 2022 Date

Mutual Fund investments are subject to market risks, read all scheme related documents carefully.

### होटल फॉर सेल होटल की संपत्ति (जी+9 तल) 12495.46 वर्ग मीटर के निर्मित क्षेत्र के साथ और

प्लॉट एरिया 3860 वर्ग मीटर दिल्ली के शास्त्री पार्क में राजमार्ग पर स्थित है। जो दिवाला और दिवालियापन संहिता 2016 के तहत अधिग्रहण के लिए उपलब्ध है। विवरण के लिए +91 09811418701 / 9654918220 पर सम्पर्क करें

या ई-मेल करें udavestates.cirp@gmail.com या https://www.rrrinsolvency.com/cirp/ वेबसाइट पर जाएं।

> (नीलेश शर्मा) संकल्प पेशेवर उदय एस्टेट्स प्राइवेट लिमिटेड (सीआईआरपी के अधीन) के मामले में आईबीबीआई पंजीकृत संख्याः IBBI/IPA-002/IP-N00104/2017-18/10232

यूको बैंक 😭 UCO BANK

(भारत सरकार का एक उपक्रम) प्रधान कार्यालय — II, सूचना प्रौद्योगिकी विमाग और 4, डीडी ब्लॉक, सेक्टर —1, साल्ट लेक, कोलकात

nilesh.sharma@rrrinsolvency.com, +91 09811418701

निविदा की सूचना

यूको बैंक निम्नलिखित मदों के लिए प्रस्ताव हेतु अनुरोध (आर.एफ.पीस.) आमंत्रित करता है . . कैपेक्स मॉडल पर 300 नवीन एटीएम्स की खरीद ।

. 1000 बारकोड आधारित स्वयं सेवा पासबुक प्रिंटिंग किऔस्क की आपूर्ति, स्थापना तथ

रखरखाव के लिए विक्रेता का चयन। केसी भी विवरण के लिए कृपया https://www.ucobank.com वेबसाइट पर देखें।

सहायक महाप्रबंधक सूचना प्रौधौगिकी विभाग दिनांकः 30.04.2022 बीपीआर एवं बीटीडी

## अहमदनगर महानगरपालिका, अहमदनगर

प्रादेशिक पर्यटन विकास निधी - सन २०२१-२२ अंतर्गत ई-निविदा / सूचना क्रमांक : ५७२/सन २०२२-२३

प्रादेशिक पर्यटन विकास निधी - सन २०२१-२२ अंतर्गत ०१ कामाची ई-निविदा सूचना क्र. ५७२/सन २०२२-२३ ई-टेंडर पध्दतीने ऑनलाईन मागविणेसाठी शासनाच्या http://mahaetenders. gov.in या वेबसाईटवर प्रसिद्ध करण्यात आलेली आहे.

तरी याची संबंधितांनी नोंद घ्यावी.

शहर अभियंता अहमदनगर महानगरपालिका, अहमदनगर



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF INDIAMART INTERMESH LIMITED HELD ON THURSDAY, APRIL 28, 2022 AT  $6^{\text{TH}}$  FLOOR, TOWER- 2, ASSOTECH BUSINESS CRESTERRA, PLOT NO, 22, SECTOR-135, NOIDA, UTTAR PRADESH- 201305

#### TO CONSIDER AND APPROVE BUYBACK OF EQUITY SHARES OF THE COMPANY

1. "RESOLVED THAT pursuant to Article 15 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Registrar of Companies, National Capital of Delhi and Haryana ("RoC") and/or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, the board of directors of the Company ("Board", which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of INR 10/- (Indian Rupees Ten Only) each ("Equity Shares"), not exceeding 1,60,000 Equity Shares ((representing 0.52 % of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting and of the total paid-up equity capital of the Company as of March 31, 2022), at a price of INR 6,250/-(Indian Rupees Six Thousand Two Hundred Fifty only) per Equity Share ("Buyback Price") payable in cash for an aggregate amount not exceeding INR 100 crores/- (Indian Rupees One Hundred Crores only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges, which represents 5.32% and 5.37% of the aggregate of the Company's paid-up capital and free reserves as per the standalone and consolidated audited financials of the Company for the year ended as on March 31, 2022 respectively, from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, as on a record date Wednesday, May 11, 2022 ("Record Date"), through the "tender offer"



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route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback").

- **RESOLVED FURTHER THAT** as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders as on Record Date, on a proportionate basis, provided that 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined- in the SEBI Buyback Regulations ("Small Shareholders"), whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.
- **RESOLVED FURTHER THAT** the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and circular SEBI/HO/CFD/DCRlll/CIPJPl202l/615 dated August 13,2021 or such other circulars or notifications or amendments, as may be applicable and the Company shall approach BSE Limited and/or National Stock Exchange of India Limited, as may be required, for facilitating the same.
- **RESOLVED FURTHER THAT**, the proposed Buyback be implemented from the existing shareholders as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.
- **RESOLVED FURTHER THAT**, as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8 of the SEBI Buyback Regulations, the draft of the declaration of solvency prepared in the prescribed form along with supporting affidavits and other documents, placed before the meeting be and is hereby approved and that Mr. Dinesh Chandra Agarwal, Managing Director and Chief Executive Officer and Mr. Brijesh Kumar Agrawal, Whole time Director of the Company be and are hereby authorized jointly to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and the SEBI, in accordance with the applicable laws.
- **RESOLVED FURTHER THAT** the Buyback from shareholders/ beneficial owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any.
- **RESOLVED FURTHER THAT** the amount required by the Company for the Buyback is intended to be met out of the Company's current balances of cash and cash equivalents, investments, and/or internal accruals of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.



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- 8. **RESOLVED FURTHER THAT**, confirmation is hereby made by the Board that:
- (i) all Equity Shares of the Company are fully paid up;
- (ii) the Company shall not issue any shares or other securities from the date of this resolution including by way of bonus issue till the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (iii) as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations;
- (iv) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (v) the aggregate maximum amount of the Buyback i.e. INR 100 crores (Indian Rupees One Hundred Crores Only) does not exceed 10% of the aggregate of the paid-up capital and free reserves based on both audited standalone and consolidated financial statements of the Company as on March 31, 2022
- (vi) the number of Equity Shares proposed to be purchased under the Buyback i.e. 1,60,000 Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as on March 31, 2022 and the existing total paid-up equity capital of the Company;
- (vii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (viii) the Buyback shall be completed within a period of one year from the date of passing of this resolution.
- (ix) the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- (x) the Company shall not withdraw the Buyback offer after the draft letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made;
- (xi) the Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;



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- (xii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xiii) the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;
- (xiv) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- (xv) there are no subsisting defaults in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (xvi) the Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- (xvii) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2022;
- (xviii) the Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements:
- (xix) the Buyback shall not result in delisting of the Equity Shares from National Stock Exchange of India Limited and BSE Limited ("Stock Exchanges").
- (xx) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- (xxi) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer;
- that the Company has not completed a buyback of any of its securities during the (xxii) period of one year immediately preceding the date of this Board meeting;



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- 9. **RESOLVED FURTHER THAT**, as required by clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:
- (i) immediately following the date of this resolution, there will be no grounds on which the Company can be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the date of this resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this resolution;
- (iii) in forming the aforesaid option, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).
- RESOLVED FURTHER THAT, the Buyback is being proposed in keeping with the 10. Company's desire to (a) optimize returns to shareholders; and (b) enhance overall shareholders value.
- 11. **RESOLVED FURTHER THAT** the powers of the Board in respect of Buyback be and are hereby delegated to the committee comprising of the following members (the "Buyback Committee"):

Name of the member of the	Designation
Buyback Committee	
Mr. Dinesh Chandra Agarwal	Managing Director and Chief Executive
	Officer
Mr. Brijesh Kumar Agrawal	Whole time Director
Mr. Dhruv Prakash	Non-Executive Director
Mr. Vivek Narayan Gour	Independent Director

- 12. **RESOLVED FURTHER THAT**, the Buyback Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:
- (i) finalizing the terms of Buyback including the schedule of activities including the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback;



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- (ii) negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- (iii) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- (iv) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;
- (v) appointing and finalizing the terms of designated stock exchange, depository participants, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/letters in respect thereof;
- (vi) making all applications to appropriate authorities for their requisite approvals, including approvals as may be required from RBI under Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, if any;
- (vii) to seek all regulatory approvals and exemptions, if any, including from SEBI and any other regulatory authorities for implementing the Buyback;
- (viii) preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- (ix) extinguishment of dematerialised Equity Share and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- (x) decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- (xi) providing such confirmations and opinions as may be required in relation to the Buyback;
- (xii) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
  - (xiii) to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016,



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SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any further amendments thereof;

- (xiv) to authorise officials of the Company to sign the documents as may be necessary with regard to the Buyback wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies stock exchanges, and depositories;
- (xv) to settle and resolve any queries and difficulties by SEBI, Stock Exchanges, ROC or any other authorities whatsoever in connection to any matters incidental to and ancillary to the Buyback
- (xvi) carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- (xvii) obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required;
- (xviii) to verify offer/acceptances received and finalize the basis of acceptance;
- (xix) giving any information, explanation, declarations and confirmation in relation to the public announcement, draft letter of offer, letter of offer as may be required by the relevant authorities;
- (xx) To appoint any service provider, agency or any professional firm or any other agency/firms whose services are required for any activity directly or indirectly connected with the aforesaid proposed Buy Back and to approve their terms of engagement including but not limited to fee payable;
- (xxi) to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient; and
- (xxii) delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.
- 13. **RESOLVED FURTHER THAT** the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members (including at least one director of the Company) and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions.



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- 14. **RESOLVED FURTHER THAT** the National Stock Exchange of India Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.
- 15. **RESOLVED FURTHER THAT** Wednesday, May 11, 2022 be and hereby is appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.
- 16. RESOLVED FURTHER THAT Mr. Manoj Bhargava, Sr. Vice President (Legal & Secretarial), Company Secretary & Compliance Officer be and is hereby appointed as the Compliance Officer for the Buyback, and M/s Link Intime India Private Limited, Registrar to the Buyback be and is hereby designated as the investors service centre, as required under regulation 24(iii) of the SEBI Buyback Regulations.
- 17. **RESOLVED FURTHER THAT** the Board hereby takes on record the engagement letter, setting out the terms as mutually agreed between the Company and IndusLaw, and the appointment of IndusLaw as legal counsel in relation to the Buyback be and hereby ratified and approved.
- 18. **RESOLVED FURTHER THAT** the Board hereby takes on record the engagement letter, setting out the terms as mutually agreed between the Company and Ambit Private Limited, and the appointment of Ambit Private Limited as the merchant banker to the Buyback in accordance with the Companies Act, as amended and SEBI Buyback Regulations, be and hereby ratified and approved.
- 19. **RESOLVED FURTHER THAT** Ambit Capital Private Limited be and is hereby appointed as the broker for the Buyback, to inter alia carry out the activities as brokers under the SEBI Buyback Regulations, on terms and conditions as may be mutually decided, and the consent of the Board be and is hereby accorded to open a depository account and a trading account with Ambit Capital Private Limited in connection with and for the purpose of the Buyback.
- 20. **RESOLVED FURTHER THAT**, the Board hereby takes on record the report dated April 28, 2022 issued by BSR & Co. LLP, Chartered Accountants (Firm's Registration Number No. 101248W/W-100022), the statutory auditor of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations.
- 21. **RESOLVED FURTHER THAT**, no information/ material likely to have a bearing on the decision of the shareholders to participate in the Buyback has been/ shall be suppressed/ withheld and/ or incorporated in the manner that would amount to misstatement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.
- 22. **RESOLVED FURTHER THAT**, nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any equity shares of the Company, or impair any power



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of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

- 23. **RESOLVED FURTHER THAT**, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that [insert name and designation of the Company be and is hereby authorized to authenticate the entries made in the said register.
- **RESOLVED FURTHER THAT** any of the directors of the Company, Chief Financial Officer and /or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, certificates, intimations and/or any other requisite filings as required with Stock Exchanges, SEBI and/or with any other statutory authority and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.
- 25. **RESOLVED FURTHER THAT** any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

**CERTIFIED TURE COPY** FOR INDIAMART INTERMESH LIMITED

(MANOJ BHARGAVA)

SENIOR VICE PRESIDENT (LEGAL & SECRETARIAL) **COMPANY SECRETARY AND COMPLIANCE OFFICER** 

**MEMBERSHIP NO.: F5164** 

**ADDRESS:** 6TH FLOOR, TOWER 2, ASSOTECH BUSINESS CRESTERRA,

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**DATE: APRIL 30, 2022** 

PLACE: NOIDA