

**IndiaMART InterMESH Ltd.**

Advant Navis Business Park, Plot no.7,  
7th Floor, Sector - 142, Noida, UP  
Call Us: +91 - 9696969696  
E: [customercare@indiamart.com](mailto:customercare@indiamart.com)  
Website: [www.indiamart.com](http://www.indiamart.com)

**Date: September 25, 2019**

**National Stock Exchange of India Ltd.**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

**Symbol: INDIAMART**

**BSE Limited**

Listing Department,  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai - 400 001

**Symbol: 542726**

**Subject: Proceedings of 20<sup>th</sup> Annual General Meeting (AGM) of the Company and voting results pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the following:

1. Brief Proceedings of 20<sup>th</sup> AGM of the Company as **Annexure-A**.
2. Voting results under Regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-B**. All the resolutions as stated in the Notice of AGM dated July 31, 2019 have been approved with requisite majority.
3. Scrutinizer's Report dated September 25, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as **Annexure-C**.
4. B S R & Co., LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) has been appointed as the Statutory Auditors of the Company from the conclusion of 20<sup>th</sup> Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting. Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of SEBI Circular dated September 9, 2015 as **Annexure-D**.
5. Mr. Dhruv Prakash has been appointed as Director, liable to retire by rotation. Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of SEBI Circular dated September 9, 2015 as **Annexure-E**.
6. Mr. Dinesh Chandra Agarwal, Managing Directors and Chief Executive Officer of the Company has been re-appointed for a further term of five years w.e.f. January 08, 2020. Details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure





**IndiaMART InterMESH Ltd.**

Advant Navis Business Park, Plot no.7,  
7th Floor, Sector - 142, Noida, UP  
Call Us: +91 - 9696969696  
E: [customercare@indiamart.com](mailto:customercare@indiamart.com)  
Website: [www.indiamart.com](http://www.indiamart.com)

Requirements) Regulations, 2015 read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 as **Annexure-E**.

7. Mr. Brijesh Kumar Agrawal, Whole Time Director of the Company has been reappointed for a further term of five years w.e.f. January 08, 2020. Details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 as **Annexure-E**.

Kindly take the same on record.

Yours faithfully,  
**For Indiamart Intermesh Limited**



*Manoj Bhargava*  
**(Manoj Bhargava)**

**Sr. Vice President (Legal & Secretarial),  
Company Secretary & Compliance Officer  
Membership No: F5164**

*Encl: As above*

**Annexure- A**

**Brief Proceedings of 20<sup>th</sup> Annual General Meeting**

The 20<sup>th</sup> Annual General Meeting of the Members of the Indiamart Intermesh Limited was held on Wednesday, September 25, 2019 at 09.00 A.M. at the Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, New Delhi -110074 and concluded at 09:30 A.M.

**Directors present:**

S.No.	Name of the Directors	Designation
1.	Mr. Vivek Narayan Gour (Chairman of the meeting)	Independent Director and Chairman of Audit and Stakeholders Relationship Committee
2.	Mr. Dinesh Chandra Agarwal	Managing Director & Chief Executive Officer
3.	Mr. Brijesh Kumar Agrawal	Whole-Time Director
4.	Mr. Dhruv Prakash	Non-Executive Director and Member of Nomination and Remuneration Committee (Representing the Chairperson of Nomination and Remuneration Committee)

**In attendance:**

S.No.	Names of concern person	Designation
1.	Mr. Manoj Bhargava	Senior Vice President (Legal & Secretarial), Company Secretary and Compliance Officer
2.	Mr. Prateek Chandra	Chief Financial Officer
3.	Mr. Yogeshwar Dayal Mathur	Representative of S. R. Batliboi & Associates LLP, Statutory Auditors
4.	Mr. Rohit Parmar	Representative of Sanjay Grover & Associates, Secretarial Auditors
5.	Mr. Lalit Chaudhary	Proprietor, Lalit Chaudhary & Company (Scrutinizer)

**Members present:**

1. In Person – 91 representing 1,58,64,321 Equity Shares
2. By Proxy – 7 representing 9,46,984 Equity Shares

Mr. Manoj Bhargava, Senior Vice President (Legal & Secretarial) Company Secretary and Compliance Officer of the Company welcomed the members to the 20<sup>th</sup> Annual General Meeting of the Company. Thereafter, he introduced the dignitaries present on the dais.



As there was no designated Chairman of the Board, as per the statutory requirement, the Director(s) present proposed the appointment of Mr. Vivek Narayan Gour, Chairman of the Audit and Stakeholders Relationship Committee as the Chairman of the Meeting.

The Directors unanimously elected Mr. Vivek Narayan Gour as the Chairman of this meeting. He took the chair and presided over the meeting.

The Chairman addressed the members with reference to the financial performance of the Company for the financial year ended on March 31, 2019 and future outlook.

The following items of business, as per the Notice of AGM dated July 31, 2019, were transacted at the meeting and passed with requisite majority:

Item No.	Details of the Resolutions	Resolution
<b>Ordinary Business</b>		
1.	Receive, Consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2019 alongwith reports thereon.	Ordinary
2.	Appointment of a Director in place of Mr. Dhruv Prakash, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
3.	Appointment of Statutory Auditors of the Company and to fix their remuneration.	Ordinary
<b>Special Business</b>		
4.	Approval of payment of professional fees to Mr. Dhruv Prakash, Non-Executive Director.	Ordinary
5.	Re-appointment of Mr. Dinesh Chandra Agarwal as Managing Director and CEO of the Company.	Special
6.	Re-appointment of Mr. Brijesh Kumar Agrawal as Whole-Time Director of the Company.	Special
7.	Ratification of the Approval and Implementation of the Indiamart Employee Stock Benefit Scheme - 2018 through Trust Route.	Special
8.	Ratification of the Approval for Grant of Employee Stock Options and Stock Appreciation Right to the Employees of Present and Future Subsidiary Company (ies) under Indiamart Employee Stock Benefit Scheme - 2018.	Special
9.	Variation in the terms of Indiamart Employee Stock Benefit Scheme - 2018.	Special

Thereafter, the Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and read with Rule 20 of the Companies (Management and Administration) Rules, 2014 amended upto date and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended the



**IndiaMART InterMESH Ltd.**  
Advant Navis Business Park, Plot no.7,  
7th Floor, Sector - 142, Noida, UP  
Call Us: +91 - 9696969696  
E: [customercare@indiamart.com](mailto:customercare@indiamart.com)  
Website: [www.indiamart.com](http://www.indiamart.com)

Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting period commenced on September 21, 2019 at 9.00 a.m. and ended on September 24, 2019 at 5.00 p.m.

He also informed the members that the Company has also made arrangements to vote on all resolutions set forth in the Notice of AGM through physical ballots for those members of the Company, present at the Meeting, who could not exercise their right to vote through remote e-voting. Further, the Company has appointed Mr. Lalit Chaudhary, Proprietor of M/s Lalit Chaudhary & Company, Company Secretaries (M.N. A 21095, C.P. 15889) as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.

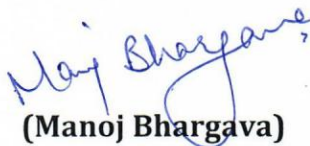
Thereafter, the Chairman ordered for the poll. He announced that combined result of the Poll and E-voting along with the report of the Scrutinizer shall be placed on the website of the Company <https://corporate.indiamart.com/> under the head of 'Investor Relations', on the website of Link Intime India Private Limited and the Stock Exchanges (NSE & BSE).

The Chairman thanked the Members for attending and participating in the Meeting.

This is for your information and records.

Thanking you.

Yours faithfully,  
**For Indiamart Intermesh Limited**



**(Manoj Bhargava)**  
**Sr. Vice President (Legal & Secretarial),**  
**Company Secretary & Compliance Officer**  
**Membership No: F5164**





**IndiaMART InterMESH Ltd.**  
Advant Navis Business Park, Plot no.7,  
7th Floor, Sector - 142, Noida, UP  
Call Us: +91 - 9696969696  
E: [customercare@indiamart.com](mailto:customercare@indiamart.com)  
Website: [www.indiamart.com](http://www.indiamart.com)

**Annexure- B**

**DETAILS OF VOTING RESULTS**

S. No.	Particulars	Details
1.	<b>Date of Annual General Meeting</b>	Annual General Meeting- Wednesday, September 25, 2019
2.	<b>Total Number of Shareholders on Record Date</b>	As of Cut-off date i.e. September 18, 2019 8,046
3.	<b>Number of Shareholders present in the meeting either in person or through proxy</b>  Promoters & Promoter Group Public	  10 Shareholders 88 Shareholders
4.	<b>Number of Shareholders attended the meeting through Video Conferencing</b>  Promoters & Promoter Group Public	  Not applicable



**Item 1: Adoption of the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2019 alongwith reports thereon.**

Business: **Ordinary Business**

Resolution Required: **Ordinary Resolution**

Mode of Voting: **Remote E-voting and Poll**

Resolutions Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1256313	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1256313</b>	<b>0</b>	<b>100.00</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		649658	6.72	649656	2	100.00	0.00
	<b>Total</b>		<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>
<b>Total</b>		<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18720399</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>

**Item 2: Appointment of a Director in place of Mr. Dhruv Prakash (DIN: 05124958), who retires by rotation and being eligible offers himself for re-appointment.**

Business: **Ordinary Business**

Resolution Required: **Ordinary Resolution**

Mode of Voting: **Remote E-voting and Poll**

Resolutions Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>



**IndiaMART InterMESH Ltd.**  
 Advant Navis Business Park, Plot no.7,  
 7th Floor, Sector - 142, Noida, UP  
 Call Us: +91 - 9696969696  
 E: customercare@indiamart.com  
 Website: www.indiamart.com

Public - Institutions	E-Voting	3965860	1256313	31.68	1256313	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1256313</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		649658	6.72	649656	2	100.00	0.00
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18720399</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>

**Item 3: Appointment of Statutory Auditors of the Company and to fix their remuneration Resolution**

Business: **Ordinary Business**

Resolution Required: **Ordinary Resolution**

Mode of Voting: **Remote E-voting and Poll**

Resolutions Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1256313	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1256313</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		649658	6.72	649656	2	100.00	0.00
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18720399</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>





**Item 4: Approval of payment of professional fees to Mr. Dhruv Prakash, Non-Executive Director**

Business: *Special Business*

Resolution Required: *Ordinary Resolution*

Mode of Voting: *Remote E-voting and Poll*

Resolutions Required (Ordinary / Special)				Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1254572	1741	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1254572</b>	<b>1741</b>	<b>99.86</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		609602	6.30	609600	2	100.00	0.00
	<b>Total</b>		<b>9671869</b>	<b>2287005</b>	<b>23.65</b>	<b>2286939</b>	<b>66</b>	<b>100.00</b>
<b>Total</b>		<b>28774820</b>	<b>18680409</b>	<b>64.92</b>	<b>18678602</b>	<b>1807</b>	<b>99.99</b>	<b>0.01</b>

**Item 5: Re-appointment of Mr. Dinesh Chandra Agarwal as Managing Director and CEO of the Company**

Business: *Special Business*

Resolution Required: *Special Resolution*

Mode of Voting: *Remote E-voting and Poll*

Resolutions Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>

Public - Institutions	E-Voting	3965860	1256313	31.68	1194788	61525	95.10	4.90
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1194788</b>	<b>61525</b>	<b>95.10</b>	<b>4.90</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		649658	6.72	649656	2	100.00	0.00
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18658874</b>	<b>61591</b>	<b>99.67</b>	<b>0.33</b>

**Item 6: Re-appointment of Mr. Brijesh Kumar Agrawal as Whole-Time Director of the Company**

Business: *Special Business*

Resolution Required: *Special Resolution*

Mode of Voting: *Remote E-voting and Poll*

Resolutions Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1196529	59784	95.24	4.76
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1196529</b>	<b>59784</b>	<b>95.24</b>	<b>4.76</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		649658	6.72	649656	2	100.00	0.00
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18660615</b>	<b>59850</b>	<b>99.68</b>	<b>0.32</b>

**Item 7: Ratification of the Approval and Implementation of the Indiamart Employee Stock Benefit Scheme - 2018 through Trust Route**

Business: *Special Business*

Resolution Required: *Special Resolution*

Mode of Voting: *Remote E-voting and Poll*

Resolutions Required (Ordinary / Special)	Special
Whether Promoter/Promoter Group are interested in the Resolution	No



**IndiaMART InterMESH Ltd.**

Advant Navis Business Park, Plot no.7,  
7th Floor, Sector - 142, Noida, UP  
Call Us: +91 - 9696969696  
E: customercare@indiamart.com  
Website: www.indiamart.com

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1254572	1741	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1254572</b>	<b>1741</b>	<b>99.86</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		649658	6.72	649656	2	100.00	0.00
	<b>Total</b>		<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>
<b>Total</b>		<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18718658</b>	<b>1807</b>	<b>99.99</b>	<b>0.01</b>

**Item 8: Ratification of the Approval for Grant of Employee Stock Options and Stock Appreciation Right to the Employees of Present and Future Subsidiary Company (ies) under Indiamart Employee Stock Benefit Scheme - 2018**

Business: *Special Business*

Resolution Required: *Special Resolution*

Mode of Voting: *Remote E-voting and Poll*

Resolutions Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1254572	1741	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1254572</b>	<b>1741</b>	<b>99.86</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		649658	6.72	649656	2	100.00	0.00
	<b>Total</b>		<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>
<b>Total</b>		<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18718658</b>	<b>1807</b>	<b>99.99</b>	<b>0.01</b>



**Item 9: Variation in the terms of Indiamart Employee Stock Benefit Scheme – 2018**

Business: *Special Business*

Resolution Required: *Special Resolution*

Mode of Voting: *Remote E-voting and Poll*

Resolutions Required (Ordinary / Special)				Special				
Whether Promoter/Promoter Group are interested in the Resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00
	Poll		14539291	96.05	14539291	0	100.00	0.00
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1254572	1741	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1254572</b>	<b>1741</b>	<b>99.86</b>
Public Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00
	Poll		649657	6.72	649655	2	100.00	0.00
	<b>Total</b>		<b>9671869</b>	<b>2327060</b>	<b>24.06</b>	<b>2326994</b>	<b>66</b>	<b>100.00</b>
<b>Total</b>		<b>28774820</b>	<b>18720464</b>	<b>65.06</b>	<b>18718657</b>	<b>1807</b>	<b>99.99</b>	<b>0.01</b>

For Indiamart InterMesh Limited

*Manoj Bhargava*

(Manoj Bhargava)

Sr. Vice President (Legal & Secretarial),

Company Secretary & Compliance Officer

Membership No: F5164



# Lalit Chaudhary & Company

Company Secretaries  
Firm Registration No: S2016DE364000

ANNEXURE -C  
D-12/60, Ground Floor,  
Sector-8, Rohini, Delhi-110089  
Phone: 011-41444780  
Mobile: 9213509343  
Email: cslalitchaudhary1@gmail.com

## Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
IndiaMART InterMESH Limited  
CIN: U74899DL1999PLC101534  
7th & 8th Floor, Advant Navis Business Park,  
Plot No.7, Sector-142, Noida 201301 UP

25<sup>th</sup> September, 2019

**Sub: Scrutinizer's Report on remote e-voting and poll conducted at the 20<sup>th</sup> Annual General Meeting of IndiaMART InterMESH Limited held on 25<sup>th</sup> September 2019**

Dear Sir,

I, Lalit Chaudhary of M/s Lalit Chaudhary & Company, Company Secretaries (M.N.A21095, C.P.15889) having office at D-12/60, Ground Floor, Sector 8, Rohini, Delhi-110085, appointed as Scrutinizer(s) of IndiaMART InterMESH Limited ("The Company") pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of Scrutinizing the remote e-voting and poll on the below mentioned resolution(s), at the 20th Annual General Meeting of the Shareholders of IndiaMART InterMESH Limited, held on Wednesday the 25<sup>th</sup> day of September, 2019 at 09.00 AM at The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, New Delhi-110074.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.



Lalit Chaudhary  
Membership No: A21095  
New Delhi



Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019

## SCRUTINIZER'S REPORT

Name of the Company	IndiaMART InterMESH Limited
Meeting	20th Annual General Meeting
Day, Date & Time	Wednesday, September 25, 2018 at 09.00 AM
Venue	The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, New Delhi-110074

### **1. Appointment as Scrutinizer**

Pursuant to the Resolution passed by the Board of Directors of IndiaMART InterMESH Limited on July 31, 2019, I have been appointed as the Scrutinizer for the purpose of scrutinizing remote e-voting as well as voting through ballot paper conducted at the 20<sup>th</sup> Annual General Meeting (AGM) of IndiaMART InterMESH Limited (hereinafter referred to as the Company), in respect of the items/resolutions contained in the notice of AGM dated July 31, 2019 as mentioned under Section 108 of Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment rules, 2014.

### **2. Dispatch of Notice convening the AGM**

The Company informed that on the basis of the Register of Members made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM as under:

- On August 29, 2019 by E-mail to 7343 members who had registered their email-IDs with the Company/ Depositories.
- On August 29, 2019 by Registered Post to 1264 members in physical form.

### **3. Publication of Notice convening the AGM**

The Company has published on Monday, the September 02, 2019, an advertisement about the dispatch of AGM notice in Mint (English Language National Daily Newspaper-All India) and Hindustan (Hindi Language daily Newspaper-Delhi).

---

Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019



#### **4. Cut-off date**

Voting rights were reckoned as on Wednesday, September 18, 2019 being the cut-off date for the purpose of deciding the members eligible to vote through remote e-voting and voting at the AGM on the proposed resolutions (item no. 1 to 9) as set out in the notice dated July 31, 2019.

#### **5. Remote e-voting process**

##### **5.1 Agency**

The Company appointed Link Intime India Pvt. Ltd. as the agency for providing the remote e-voting platform.

##### **5.2 Remote e-voting period**

Remote e-voting platform was open from 9:00 a.m. on Saturday, 21 September, 2019 till 5:00 p.m. on Tuesday, 24 September, 2019 and members had the option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions and Special Resolutions on the remote e-voting platform provided by Link Intime India Pvt. Ltd. on the designated website URL: <https://instavote.linkintime.co.in>

#### **6. Voting at the AGM**

**6.1** The total paid up Equity Share Capital of the Company as on Wednesday, September 18, 2019 was Rs. 28,77,48,200/- (Rupees Twenty Eight Crore Seventy Seven Lakh Fourty Eight Thousand Two Hundred Only) divided into 2,87,74,820 (Two Crore Eighty Seven Lakh Seventy Four Thousand Eight Hundred and Twenty Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

**6.2** A ballot box was kept for voting and the ballot box was locked in my presence.

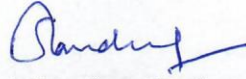
**6.3** After completion of voting at the AGM at 9.30 AM the Ballot box was opened in my presence and in the presence of two witnesses, Mr. Sandeep Yadav R/o A-79, Teacher Colony, Samaypur, Delhi-110042 and Ms. Kanika Goel R/o D-16/445, Sector 7, Rohini, Delhi-110085 who are not in the employment of company. The ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company, subject to verification of ballots with remote e-voting results. The witnesses

---

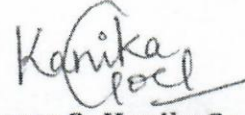
Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019



have signed below in confirmation of the ballot boxes being opened in their presence.



**Witness 1: Sandeep Yadav**



**Witness 2: Kanika Goel**

- 6.4 The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.

## 7. Counting Process

- 7.1 On completion of voting at the AGM, Link Intime India Pvt. Ltd. provided us with the list of members who had cast their votes through ballots, their holding details and details of vote cast on the Resolutions.
- 7.2 Votes were reconciled with the records maintained by the Company and Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company (RTA) with respect to the authorizations/ proxies lodged with the Company.
- 7.3 We unblocked the remote e-voting results on the Link Intime India Pvt. Ltd. remote e-voting platform in the presence of Mr. Sandeep Yadav and Ms. Kanika Goel and downloaded the remote e-voting results.

## 8. Results

- 8.1 We observed that:
- 23 Members had casted their votes at the AGM through ballot out which 4 members ballot were considered Invalid.
  - 82 Members had casted their votes through remote e-voting.
- 8.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 31 July, 2019 is enclosed herewith.
- 8.3 Based on the aforesaid results, we report that 4 Ordinary Resolutions and 5 Special Resolutions as set out in Item No. 1 to Item No. 9 of the Notice of the AGM dated 31 July, 2019 have been passed with the requisite majority.

Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019





The consolidated summary of results of remote e-voting and poll at AGM are as under:

### CONSOLIDATED RESULTS

**Item No.1: Receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the year ended 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon.**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1256313	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1256313</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		649658	6.72	649656	2	100.00	0.00	4
	<b>Total</b>		<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3531452	64	100.00	0.00	0
	Poll		15188949	52.79	15188947	2	100.00	0.00	4
	<b>Total</b>		<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18720399</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.

**Item No.2: Appointment of a Director in place of Mr. Dhruv Prakash (DIN: 05124958) who retires by rotation and being eligible, offers himself for re-appointment.**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>		<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019



Public - Institutions	E-Voting	3965860	1256313	31.68	1256313	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1256313</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		649658	6.72	649656	2	100.00	0.00	4
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3531452	64	100.00	0.00	0
	Poll		15188949	52.79	15188947	2	100.00	0.00	4
	<b>Total</b>	<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18720399</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.

**Item No. 3: Appointment of B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), as the Statutory Auditors of the Company.**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1256313	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1256313</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		649658	6.72	649656	2	100.00	0.00	4
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3531452	64	100.00	0.00	0
	Poll		15188949	52.79	15188947	2	100.00	0.00	4
	<b>Total</b>	<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18720399</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.

Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019



**Item No. 4: Approval of payment of professional fees to Mr. Dhruv Prakash, Non-Executive Director of the Company**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public – Institutions	E-Voting	3965860	1256313	31.68	1254572	1741	99.86	0.14	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1254572</b>	<b>1741</b>	<b>99.86</b>	<b>0.14</b>	<b>0</b>
Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		609602	6.30	609600	2	100.00	0.00	40060
	<b>Total</b>	<b>9671869</b>	<b>2287005</b>	<b>23.65</b>	<b>2286939</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>40060</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3529711	1805	99.95	0.05	0
	Poll		15148893	52.65	15148891	2	100.00	0.00	40060
	<b>Total</b>	<b>28774820</b>	<b>18680409</b>	<b>64.92</b>	<b>18678602</b>	<b>1807</b>	<b>99.99</b>	<b>0.01</b>	<b>40060</b>

Mr. Dhruv Prakash who was interested in this resolution and have voted in favor with 40056 votes, we have considered them as invalid. Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.

**Item No. 5: Re-appointment of Mr. Dinesh Chandra Agarwal as Managing Director and Chief Executive Officer of the Company.**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public – Institutions	E-Voting	3965860	1256313	31.68	1194788	61525	95.10	4.90	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1194788</b>	<b>61525</b>	<b>95.10</b>	<b>4.90</b>	<b>0</b>
Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		649658	6.72	649656	2	100.00	0.00	4
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3469927	61589	98.26	1.74	0
	Poll		15188949	52.79	15188947	2	100.00	0.00	4

Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019



	<b>Total</b>	<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18658874</b>	<b>61591</b>	<b>99.67</b>	<b>0.33</b>	<b>4</b>
--	--------------	-----------------	-----------------	--------------	-----------------	--------------	--------------	-------------	----------

Based on the aforesaid results, we report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.

**Item No. 6: Re-appointment of Mr. Brijesh Kumar Agrawal as Whole-Time Director of the Company.**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1196529	59784	95.24	4.76	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1196529</b>	<b>59784</b>	<b>95.24</b>	<b>4.76</b>	<b>0</b>
Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		649658	6.72	649656	2	100.00	0.00	4
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3471668	59848	98.31	1.69	0
	Poll		15188949	52.79	15188947	2	100.00	0.00	4
	<b>Total</b>	<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18660615</b>	<b>59850</b>	<b>99.68</b>	<b>0.32</b>	<b>4</b>

Based on the aforesaid results, we report that the **Special Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.

**Item No. 7: Ratification of the Approval and Implementation of the Indiamart Employee Stock Benefit Scheme - 2018 through Trust Route**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1254572	1741	99.86	0.14	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1254572</b>	<b>1741</b>	<b>99.86</b>	<b>0.14</b>	<b>0</b>

Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019



Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		649658	6.72	649656	2	100.00	0.00	4
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3529711	1805	99.95	0.05	0
	Poll		15188949	52.79	15188947	2	100.00	0.00	4
	<b>Total</b>	<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18718658</b>	<b>1807</b>	<b>99.99</b>	<b>0.01</b>	<b>4</b>

Based on the aforesaid results, we report that the **Special Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.

**Item No. 8: Ratification of the Approval for Grant of Employee Stock Options and Stock Appreciation Right to the Employees of Present and Future Subsidiary Company (ies) under Indiamart Employee Stock Benefit Scheme - 2018**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1254572	1741	99.86	0.14	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1254572</b>	<b>1741</b>	<b>99.86</b>	<b>0.14</b>	<b>0</b>
Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		649658	6.72	649656	2	100.00	0.00	4
	<b>Total</b>	<b>9671869</b>	<b>2327061</b>	<b>24.06</b>	<b>2326995</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3529711	1805	99.95	0.05	0
	Poll		15188949	52.79	15188947	2	100.00	0.00	4
	<b>Total</b>	<b>28774820</b>	<b>18720465</b>	<b>65.06</b>	<b>18718658</b>	<b>1807</b>	<b>99.99</b>	<b>0.01</b>	<b>4</b>

Based on the aforesaid results, we report that the **Special Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.

**Item No. 9: Variation in the terms of Indiamart Employee Stock Benefit Scheme - 2018**

Promoter Group	Mode of Voting	No. of Shares Held	No. of votes polled	% of shares polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on polled	% of votes in against on polled	Invalid Votes
----------------	----------------	--------------------	---------------------	--	------------------------	----------------------	--------------------------------	---------------------------------	---------------

Report of Scrutinizer on voting and remote e-voting by members of IndiaMART InterMESH Limited at the 20<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019



		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	15137091	597800	3.95	597800	0	100.00	0.00	0
	Poll		14539291	96.05	14539291	0	100.00	0.00	0
	<b>Total</b>	<b>15137091</b>	<b>15137091</b>	<b>100.00</b>	<b>15137091</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public - Institutions	E-Voting	3965860	1256313	31.68	1254572	1741	99.86	0.14	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3965860</b>	<b>1256313</b>	<b>31.68</b>	<b>1254572</b>	<b>1741</b>	<b>99.86</b>	<b>0.14</b>	<b>0</b>
Public - Non Institutions	E-Voting	9671869	1677403	17.34	1677339	64	100.00	0.00	0
	Poll		649657	6.72	649655	2	100.00	0.00	4
	<b>Total</b>	<b>9671869</b>	<b>2327060</b>	<b>24.06</b>	<b>2326994</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>	<b>4</b>
<b>Grand Total</b>	E-Voting	28774820	3531516	12.27	3529711	1805	99.95	0.05	0
	Poll		15188948	52.79	15188946	2	100.00	0.00	4
	<b>Total</b>	<b>28774820</b>	<b>18720464</b>	<b>65.06</b>	<b>18718657</b>	<b>1807</b>	<b>99.99</b>	<b>0.01</b>	<b>4</b>

Based on the aforesaid results, we report that the **Special Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 31 July, 2019 has been **passed with requisite majority**.



**Lalit Chaudhary**  
**Membership No: A 21095**  
**25<sup>th</sup> September, 2019**  
**New Delhi**



**IndiaMART InterMESH Ltd.**

Advant Navis Business Park, Plot no.7,  
7th Floor, Sector - 142, Noida, UP  
Call Us: +91 - 9696969696  
E: [customercare@indiamart.com](mailto:customercare@indiamart.com)  
Website: [www.indiamart.com](http://www.indiamart.com)

**ANNEXURE - D****Profile of B S R & Co. LLP**

B S R & Co. ('the firm') was constituted on March 27, 1990 having firm registration no. as 101248 W. It was converted into a limited liability partnership i.e. B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W / W-100022. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011.

B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India.

B S R & Co. LLP is registered in Mumbai, Gurugram, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.



**Annexure-E**

**[Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015]**

Sl. No.	Particulars	Mr. Dinesh Chandra Agarwal	Mr. Brijesh Kumar Agrawal	Mr. Dhruv Prakash
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as Managing Director and Chief Executive Officer, not liable to retire by rotation	Re-appointment as Whole Time Director, liable to retire by rotation	Re-appointment as a Director liable to retire by rotation
2	Date of appointment/ cessation and term of appointment	Re-appointment commencing from January 08, 2020 to January 07, 2025	Re-appointment commencing from January 08, 2020 to January 07, 2025	Not Applicable
3	Brief Profile (in case of appointment)	Enclosed as per Annexure -1	Enclosed as per Annexure -2	Enclosed as per Annexure -3
4	Disclosure of Relationships between Directors (in case of appointment of Director)	Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal are cousin brothers.	Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal are cousin brothers.	Not related to any Director(s)

**Annexure - 1**

Mr. Dinesh Chandra Agarwal holds a bachelor's degree in technology (computer science and engineering) from Harcourt Butler Technological Institute, Kanpur University. He has experience in the field of internet, networking and systems development and consulting. He was previously the proprietor of InterMESH Systems, which was subsequently acquired by our Company, and has worked with Hindustan Management and Technical Services Private Limited, HCL America, Inc., HCL Limited, HCL Hewlett-Packard Limited, Centre for Development of Telematics (C-Dot) and CMC Limited. He is a charter member of The Indus Entrepreneurs (TiE), a global network of entrepreneurs and professionals. He is also a member of the governing council of the Indian And Mobile Association of India. He has founder and promoter of the Company and has been associated with the Company since incorporation.







**IndiaMART InterMESH Ltd.**

Advant Navis Business Park, Plot no.7,  
7th Floor, Sector - 142, Noida, UP  
Call Us: +91 - 9696969696  
E: [customercare@indiamart.com](mailto:customercare@indiamart.com)  
Website: [www.indiamart.com](http://www.indiamart.com)

Annexure - 2

Mr. Brijesh Kumar Agrawal holds a master's degree in management science from University of Lucknow and a post graduate diploma in business management from Northern Institute for Integrated Learning in Management, New Delhi. He has experience in the field of internet, business management and supply chain. Previously, he worked with H N Miebach Logistics India Private Limited. He is a charter member of The Indus Entrepreneurs (TiE), a global network of entrepreneurs and professionals. He has co-founder and promoter of the Company and has been associated with the Company since incorporation.

Annexure - 3

Mr. Dhruv Prakash is associated with the Company in the Capacity of Non-Executive Director since 2011. He holds a Master's degree in science (Chemistry) from Meerut University and a Post Graduate Diploma in Business Management from Indian Institute of Management, Ahmedabad. He has experience in the field of management consulting, finance, manufacturing and chemicals. He has previously worked at Korn/Ferry International Private Limited, Helion Ventures Private Limited, Hewitt Associates (India) Private Limited, Amar Dye-Chem Limited, DCM Toyota Limited, Hindustan Reprographics Limited and Escorts Limited.

