



IndiaMART InterMESH Ltd.
6th floor, Tower 2, Assotech Business Cresterra,
Plot No.22, Sec 135, Noida-201305, U.P.
Call Us: +91 - 9696969696
E: customercare@indiamart.com
Website: www.indiamart.com

September 20, 2022

To,
BSE Limited
(BSE: 542726)

National Stock Exchange of India Limited
(NSE: INDIAMART)

Sub: Scrutinizer's Report for the 23rd Annual General Meeting of IndiaMART InterMESH Limited

Dear Sir/Ma'am,

With reference to the captioned subject, and pursuant to Section 108 of the Companies Act, 2013, and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith the Scrutinizer's Report on the resolution(s) set out in the Notice of the 23rd Annual General Meeting of the Company held on Tuesday, September 20, 2022, through Video Conferencing/ Other Audio-Visual Means.

A copy of the same shall be uploaded on the Company's website at https://investor.indiamart.com/AGM_EGM.aspx and National Securities Depository Limited at <http://www.evoting.nsdl.com>.

Please take the above information on record.

Yours faithfully,
For IndiaMART InterMESH Limited

(Manoj Bhargava)
Group General Counsel,
Company Secretary & Compliance Officer
Membership No: F5164

Encl: As above



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") as amended and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015

To,

The Chairman

23rd (Twenty Third) Annual General Meeting of the Shareholders of

INDIAMART INTERMESH LIMITED

[CIN: L74899DL1999PLC101534]

1st Floor, 29-Daryaganj,

Netaji Subash Marg,

New Delhi-110002

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 23rd (Twenty Third) Annual General Meeting of the equity shareholders of INDIAMART INTERMESH LIMITED (the "Company") held on Tuesday, September 20, 2022 at 11:00 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'),

Dear Sir,

1. I, Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No. 9515), was appointed as the Scrutinizer by the Board of Directors of **INDIAMART INTERMESH LIMITED** vide resolution dated July 21, 2022 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated July 21, 2022 for the 23rd (Twenty Third) Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**") through VC/ OAVM, held on Tuesday, September 20, 2022 at 11:00 A.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in accordance with General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively referred to as "SEBI Circulars (MCA Circular and SEBI Circular collectively referred as "**Circulars**"). The Company had sent the Notice of the 23rd AGM along with the Annual Report for FY 2021-22 through e-mail in compliance with above-mentioned relevant applicable circulars to those Members whose names appeared in the



register of members of the Company as on August 19, 2022 and whose email IDs registered with the Company/Registrar and Transfer Agent (RTA) i.e. Link Intime India Private Limited/ Depository Participants ("DPs"). The Company had also given the newspaper advertisement dated August 26, 2022 in "Mint" in English Language and "Hindustan" in Regional Language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, confirming on the completion of dispatch of Notice of the 23rd AGM along with Annual Report for FY 2021-22 to the Shareholders.

The Company has appointed National Securities Depository (India) Limited ("NSDL") for providing the electronic voting facility for conducting electronic voting at the AGM by the Members of the Company.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:

(i) Process of e-voting remotely, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice ("**remote e-voting**"); and

(ii) Process of e-voting at the AGM through electronic voting system ("**Voting at the AGM through e-voting system**") to the shareholders present at the AGM through VC, who had not cast their votes earlier.

3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**LODR**") relating to remote e-voting and e-voting at the AGM on the resolutions set out in the AGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the AGM through e-voting system) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by NSDL and attendant papers/ documents furnished to me electronically by the Company and/ or NSDL for my verification.

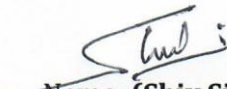


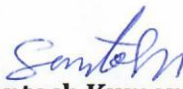
5. Cut-off date

The Shareholders of the Company holding shares as on the 'cut-off' date of Tuesday, September 13, 2022 were entitled to vote on the resolutions as set out in the AGM Notice and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.

6. Remote e-voting & e-Voting at AGM

- i. The remote e-voting period commenced from Friday, September 16, 2022 (9:00 A.M. IST) and ended on Monday, September 19, 2022 (5:00 P.M. IST) on the designated website URL: <https://www.evoting.nsdl.com/> via e-voting facility of NSDL.
- ii. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, September 13, 2022 only, were entitled to vote on proposed resolutions (Item No. 1 to 4 as set out in the AGM Notice of the Company) by remote e-voting and e-voting at the AGM as well.
- iii. On Tuesday, September 20, 2022, after the conclusion of the AGM, the results for remote e-voting and e-voting at the AGM was unblocked at 12:02 P.M by me in the capacity as Scrutinizer in the presence of two witnesses, Mr. Shiv Singh, R/o Wazidpur, Nangli, Sector -135, Noida-201305, U.P. and Mr. Santosh Kumar Mishra, R/o Village Mausamsabad, Post Office Jai Prabha Gram Maharaj Ganj, District Gonda - 271208, U.P. ,who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: **(Shiv Singh)**


Name: **(Santosh Kumar Mishra)**

- iv. Thereafter, the details containing, *inter-alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://www.evoting.nsdl.com/>.
7. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the AGM on all the resolutions as set out in the AGM Notice, based on the data downloaded from the official website of NSDL for the electronic voting, as under:




ORDINARY BUSINESS

Item 1: To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

Business: Ordinary Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)				Ordinary					
Whether Promoter/Promoter Group are interested in the Resolution				No					
Category	Mode of Voting	No. of Shares held (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	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	1,50,67,524	1,50,57,524	99.9336	1,50,57,524	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	1,50,67,524	1,50,57,524	99.9336	1,50,57,524	0	100.0000	0.0000	0
Public - Institutions	E-Voting	92,07,434	82,36,058	89.4501	82,36,058	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	92,07,434	82,36,058	89.4501	82,36,058	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	63,39,616	15,68,979	24.7488	15,68,852	127	99.9919	0.0081	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	63,39,616	15,68,979	24.7488	15,68,852	127	99.9919	0.0081	0
Grand Total	E-Voting	3,06,14,574	2,48,62,561	81.2115	2,48,62,434	127	99.9995	0.0005	0

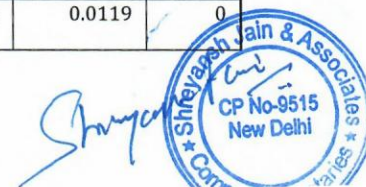
The aforesaid resolution has been approved with requisite majority.

Item 2: To declare dividend of Rs 2/- per equity share for the financial year ended March 31, 2022.

Business: Ordinary Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)				Ordinary					
Whether Promoter/Promoter Group are interested in the Resolution				No					
Category	Mode of Voting	No. of Shares held (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	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	1,50,67,524	1,50,57,524	99.9336	1,50,57,524	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	1,50,67,524	1,50,57,524	99.9336	1,50,57,524	0	100.0000	0.0000	0
Public - Institutions	E-Voting	92,07,434	82,36,058	89.4501	82,36,058	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	92,07,434	82,36,058	89.4501	82,36,058	0	100.0000	0.0000	0
Public Non	E-Voting	63,39,616	15,68,982	24.7488	15,68,796	186	99.9881	0.0119	0



Institutions	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	63,39,616	15,68,982	24.7488	15,68,796	186	99.9881	0.0119	0
Grand Total	E-Voting	3,06,14,574	2,48,62,564	81.2115	2,48,62,378	186	99.9993	0.0007	0

The aforesaid resolution has been approved with requisite majority.

Item 3: To appoint a Director in place of Mr. Brijesh Kumar Agrawal (DIN: 00191760), who retires by rotation and being eligible, offers himself for re-appointment.

Business: Ordinary Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)				Ordinary					
Whether Promoter/Promoter Group are interested in the Resolution				No					
Category	Mode of Voting	No. of Shares held (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	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	1,50,67,524	1,50,57,524	99.9336	1,50,57,524	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	1,50,67,524	1,50,57,524	99.9336	1,50,57,524	0	100.0000	0.0000	0
Public - Institutions	E-Voting	92,07,434	82,36,058	89.4501	81,37,045	99,013	98.7978	1.2022	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	92,07,434	82,36,058	89.4501	81,37,045	99,013	98.7978	1.2022	0
Public Non Institutions	E-Voting	63,39,616	15,68,978	24.7488	15,68,785	193	99.9877	0.0123	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	63,39,616	15,68,978	24.7488	15,68,785	193	99.9877	0.0123	0
Grand Total	E-Voting	3,06,14,574	2,48,62,560	81.2115	2,47,63,354	99,206	99.6010	0.3990	0

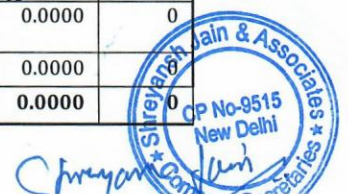
The aforesaid resolution has been approved with requisite majority.

Item 4: To consider and approve increase in the pool of Equity Shares and consequent amendment in Indiamart Employee Stock Benefit Scheme 2018.

Business: Special Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)				Special					
Whether Promoter/Promoter Group are interested in the Resolution				No					
Category	Mode of Voting	No. of Shares held (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	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	1,50,67,524	1,50,57,524	99.9336	1,50,57,524	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	1,50,67,524	1,50,57,524	99.9336	1,50,57,524	0	100.0000	0.0000	0



Public – Instituti ons	E- Voting	92,07,434	82,36,058	89.4501	81,74,215	61,843	99.2491	0.7509	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	92,07,434	82,36,058	89.4501	81,74,215	61,843	99.2491	0.7509	0
Public Non Instituti ons	E- Voting	63,39,616	15,68,981	24.7488	15,67,945	1036	99.9340	0.0660	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	63,39,616	15,68,981	24.7488	15,67,945	1,036	99.9340	0.0660	0
Grand Total	E- Voting	3,06,14,574	2,48,62,563	81.2115	2,47,99,684	62,879	99.7471	0.2529	0

The aforesaid resolution has been approved with requisite majority.

8. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

Restriction on Use

9. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You.

Yours faithfully,
For SHREYANSH JAIN & ASSCIATES
Company Secretaries
Firm Registration No. I2010DE778500

(SHREYANSH PRATAP JAIN)
COMPANY SECRETARY IN PRACTICE
M. No.: F8621; C.P. No.: 9515
UDIN: F008621D001007608

Place: Noida

Date: September 20, 2022

For IndiaMART InterMESH Limited

(Manoj Bhargava)
Group General Counsel,
Company Secretary & Compliance Officer
Membership No.: F5164