

August 31, 2021

To,
BSE Limited
(BSE: 542726)

National Stock Exchange of India Limited
(NSE: INDIAMART)

Subject: Scrutinizer's Report for the 22nd Annual General Meeting

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 22nd Annual General Meeting of the Company held on Tuesday, August 31, 2021, 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> 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
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(Manoj Bhargava)
Sr. Vice President (Legal & Secretarial),
Company Secretary & Compliance Officer
Membership No.: F 5164



Encl: As above



SCRUTINIZER'S REPORT


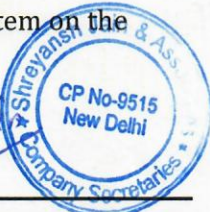
[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") and pursuant to Ministry of Corporate Affairs General circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 issued on April 08, 2020, April 13, 2020, May 15, 2020 and January 13, 2021 respectively (hereinafter "MCA Circulars") & Securities Exchange Board of India via Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively & Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

To,
The Chairman
22nd (Twenty Second) Annual General Meeting of the Shareholders of
INDIAMART INTERMESH LIMITED
[CIN: L74899DL1999PLC101534]
1stFloor, 29-Daryaganj,
Netaji Subash Marg,
New Delhi-110002

Subject: Scrutinizer's Report on remote e-voting and e-voting during the 22nd (Twenty Second) Annual General Meeting ('AGM')

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 ("the Company")** vide resolution dated July 22, 2021 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated August 3, 2021 for the 22nd (Twenty Second) Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**") through VC/ OAVM, held on Tuesday, August 31, 2021 at 11:00 A.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 issued on April 08, 2020, April 13, 2020, May 15, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**"), Securities Exchange Board of India via Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated May 12, 2020 and January 15, 2021.
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 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 **National Securities Depository Limited ("NSDL")**, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility 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, August 24, 2021 were entitled to vote on the resolutions forming part of the Notice of the AGM.

6. **E-voting process at the AGM**

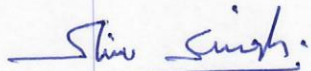
- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
- ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ NSDL on test check basis.
- iii. The e-votes cast were unblocked on Tuesday, August 31, 2021 after the conclusion of the AGM at 12: 00 P.M.

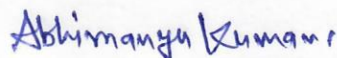
7. **Remote e-voting process**

- i. The remote e-voting period commenced from Friday, August 27, 2021 (9:00 A.M. IST) and ended on Monday, August 30, 2021 (5:00 P.M. IST) on the designated website URL <https://www.evoting.nsd.com/> via e-voting facility of NSDL.

Shreyash Jain


- ii. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, August 24, 2021 only, were entitled to vote on proposed resolutions (Item No. 1 to 3 as set out in the AGM Notice of the Company) by remote e-voting.
- iii. On August 31, 2021, after the conclusion of the AGM and post counting of e-voting at AGM, remote e-voting event was unblocked by me in the capacity as Scrutinizer in the presence of two witnesses, (Mr. Shiv Singh, R/o Wazidpur, Nangli, Sector -135, Noida-201301 & Mr. Abhimanyu Kumar, R/o Wazidpur, Nangli, Sector -135, Noida-201301) who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Mr. Shiv Singh


Name: Mr. Abhimanyu Kumar

- 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/>. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
8. All the resolutions were passed with requisite majority. 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 reports generated by NSDL, scrutinized on test-check basis and relied upon by me 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, 2021, 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	15137091	15127091	99.9339	15127091	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15127091	100.0000	15127091	0	100.0000	0.0000	0
Public -	E-Voting	9791162	8113483	82.8654	8113483	0	100.0000	0.0000	0

Institutions	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	9791162	8113483	82.8654	8113483	0	100.0000	0.0000	0
Public - Non-Institutions	E-Voting		2816409	49.9689	2816349	60	99.9979	0.0021	0
	Poll	5636321	0	0.0000	0	0	0.0000	0.0000	0
Total		5636321	2816409	49.9689	2816349	60	99.9979	0.0021	0
Total		30564574	26056983	85.2522	26056923	60	99.9998	0.0002	0

Therefore, the aforesaid resolution has been approved with requisite majority.

Item 2: To declare dividend of Rs. 15/- per equity share for the year ended March 31, 2021.

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		15127091	99.9339	15127091	0	100.0000	0.0000	0
	Poll	15137091	0	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15127091	100.0000	15127091	0	100.0000	0.0000	0
Public - Institutions	E-Voting		8125198	82.9850	8125198	0	100.0000	0.0000	0
	Poll	9791162	0	0.0000	0	0	0.0000	0.0000	0
	Total	9791162	8125198	82.9850	8125198	0	100.0000	0.0000	0
Public - Non-Institutions	E-Voting		2816409	49.9689	2816377	32	99.9989	0.0011	0
	Poll	5636321	0	0.0000	0	0	0.0000	0.0000	0
	Total	5636321	2816409	49.9689	2816377	32	99.9989	0.0011	0
Total		30564574	26068698	85.2906	26068666	32	99.9999	0.0001	0

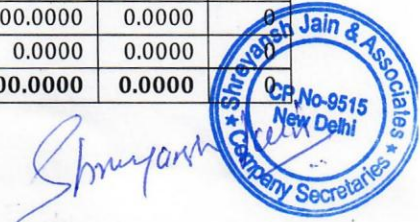
Therefore, the aforesaid resolution has been approved with requisite majority.

Item 3: To appoint 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

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	E-Voting		15127091	99.9339	15127091	0	100.0000	0.0000	0
	Poll	15137091	0	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15127091	100.0000	15127091	0	100.0000	0.0000	0



Group									
Public - Institutions	E-Voting		7913515	80.8230	6422532	1490983	100.0000	0.0000	0
	Poll	9791162	0	0.0000	0	0	0.0000	0.0000	0
	Total	9791162	7913515	80.8230	6422532	0	100.0000	0.0000	0
Public - Non- Institutions	E-Voting		2816384	49.9685	2815074	1310	99.9535	0.0465	0
	Poll	5636321	0	0.0000	0	0	0.0000	0.0000	0
	Total	5636321	2816384	49.9685	2815074	1310	99.9535	0.0465	0
Total		30564574	25856990	84.5979	24364697	1492293	94.2287	5.7713	0

Therefore, the aforesaid resolution has been approved with requisite majority.

9. 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.
10. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use

11. 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: F008621C000864674

Place: Noida
Date: August 31, 2021

For IndiaMART InterMESH Limited

Manoj Bhargava

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

