

**January 02, 2023**

**To,**  
**BSE Limited**  
(BSE: 542726)

**National Stock Exchange of India Limited**  
(NSE: INDIAMART)

**Sub: Voting Results of the Postal Ballot**

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

Dear Sir/Ma'am,

This is in continuation to our letter dated November 29, 2022 regarding submission of Notice of Postal Ballot for seeking approval of the shareholders of the Company on the resolutions as set out in the Notice of Postal Ballot November 19, 2022 ("**Notice**").

Pursuant to the provisions of Section 108, 110 of the Companies Act, 2013, read with related Rules, as amended from time to time and the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time, the Company conducted the Postal Ballot by remote e-voting process as set out in the Notice.

The remote e-voting period commenced on Friday, December 02, 2022 (9:00 am IST) and ended on Saturday, December 31, 2022 (5.00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date casted their vote electronically. After due scrutiny of all the votes casted through remote e-voting, the Scrutinizer Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500), submitted his report dated January 02, 2023.

Based on the scrutinizer's report, we hereby inform that the following Resolution(s) set out in the Notice of Postal Ballot have been passed with the requisite majority by the shareholders of the Company:

**Special Resolutions:**

- a) To appoint Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director; and
- b) To re-appoint Mr. Vivek Narayan Gour (DIN: 00254383) as an Independent Director.

The effective date of passing the above resolutions is December 31, 2022.



**IndiaMART InterMESH Ltd.**

6th floor, Tower 2, Assotech Business Cresterra,

Plot No.22, Sec 135, Noida-201305, U.P.

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E: [customercare@indiamart.com](mailto:customercare@indiamart.com)

Website: [www.indiamart.com](http://www.indiamart.com)

Further, the details of the voting results of the Postal Ballot conducted through electronic means is enclosed as **Annexure 'A'** and the Scrutinizer's Report on Postal Ballot pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 is enclosed as **Annexure 'B'**.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website at <https://investor.indiamart.com/ForthcomingPostalBallot.aspx> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Yours faithfully,

**For IndiaMART InterMESH Limited**

**MANOJ**

**BHARGAVA**

Digitally signed by  
MANOJ BHARGAVA

Date: 2023.01.02  
16:46:45 +05'30'

**(Manoj Bhargava)**

**Group General Counsel,**

**Company Secretary & Compliance Officer**

**Membership No: F5164**

***Encl: As above.***

**Annexure- A**

**Details of the voting results by Postal Ballot process pursuant to Reg 44(3) of SEBI  
 (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Particulars</b>	<b>Details</b>
<i>Date of declaration of Postal Ballot Results</i>	Monday, January 02, 2023
<i>Total number of shareholders on record date (i.e. November 25, 2022 - Cut-off date for remote e-voting purpose)</i>	204,783
<b><i>Number of Shareholders present in the meeting either in person or through proxy</i></b>	
<i>Promoters &amp; Promoter Group</i>	Not Applicable (Resolutions passed through Postal Ballot by remote e-voting)
<i>Public</i>	
<b><i>Number of Shareholders attended the meeting through Video Conferencing</i></b>	
<i>Promoters &amp; Promoter Group</i>	Not Applicable (Resolutions passed through Postal Ballot by remote e-voting)
<i>Public</i>	

**Item No. 1 : To appoint Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director**

**Business : Special Business**

**Mode of Voting : E-Voting**

Resolution Required (Ordinary / Special)				Special Resolution					
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	15,05,7524	0	100.0000	0.0000	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>1,50,67,524</b>	<b>1,50,57,524</b>	<b>99.9336</b>	<b>15,05,7524</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public – Institutions	E-Voting	94,74,402	86,87,789	91.6975	86,60,572	27,217	99.6867	0.3133	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>94,74,402</b>	<b>86,87,789</b>	<b>91.6975</b>	<b>86,60,572</b>	<b>27,217</b>	<b>99.6867</b>	<b>0.3133</b>
Public Non Institutions	E-Voting	60,72,648	26,11,307	43.0011	26,10,433	874	99.9665	0.0335	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>60,72,648</b>	<b>26,11,307</b>	<b>43.0011</b>	<b>26,10,433</b>	<b>874</b>	<b>99.9665</b>	<b>0.0335</b>
<b>Grand Total</b>		<b>3,06,14,574</b>	<b>2,63,56,620</b>	<b>86.0917</b>	<b>2,63,28,529</b>	<b>28,091</b>	<b>99.8934</b>	<b>0.1066</b>	-

*The aforesaid resolution has been passed with requisite majority.*

**Item No. 2 : To re-appoint Mr. Vivek Narayan Gour (DIN: 00254383) as an Independent Director**

**Business : Special Business**

**Mode of Voting : E-Voting**

Resolution Required (Ordinary / Special)				Special Resolution					
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	15,05,7524	0	100.0000	0.0000	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>1,50,67,524</b>	<b>1,50,57,524</b>	<b>99.9336</b>	<b>15,05,7524</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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)
Public – Institutions	E-Voting	94,74,402	86,87,789	91.6975	86,13,113	74,676	99.1404	0.8596	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>	<b>94,74,402</b>	<b>86,87,789</b>	<b>91.6975</b>	<b>86,13,113</b>	<b>74,676</b>	<b>99.1404</b>	<b>0.8596</b>	-
Public Non Institutions	E-Voting	60,72,648	26,11,283	43.0007	26,10,301	982	99.9624	0.0376	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>	<b>60,72,648</b>	<b>26,11,283</b>	<b>43.0007</b>	<b>26,10,301</b>	<b>982</b>	<b>99.9624</b>	<b>0.0376</b>	-
<b>Grand Total</b>		<b>3,06,14,574</b>	<b>2,63,56,596</b>	<b>86.0917</b>	<b>2,62,80,938</b>	<b>75,658</b>	<b>99.7129</b>	<b>0.2871</b>	-

*The aforesaid resolution has been passed with requisite majority.*



## DPV & ASSOCIATES LLP

**COMPANY SECRETARIES, LLPIN: AAV-8350**

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /  
Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010  
E-mail: [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com) / [devesh@dpvassociates.com](mailto:devesh@dpvassociates.com)

### Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 (**'the Act'**) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**) read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'LODR Regulations'**)]

To,

Mr. Dhruv Prakash  
(Chairman for declaring the result of Postal Ballot)  
**IndiaMART InterMESH Limited**  
(CIN: L74899DL1999PLC101534)  
1st Floor, 29- Daryaganj, Netaji Subhash Marg,  
New Delhi- 110002

Dear Sir,

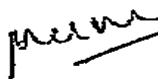
I, Devesh Kumar Vasisht, Managing Partner of M/s DPV& Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of IndiaMART InterMESH Limited (**'the Company'**) on November 19, 2022, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 & 3/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively (**'MCA Circulars'**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'LODR Regulations'**), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated November 19, 2022:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Appointment of Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director
2.	Special Resolution	Re-appointment of Mr. Vivek Narayan Gour (DIN: 00254383) as an Independent Director

**I submit my report as under:**

1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on Friday, November 25, 2022 ('cut-off date'). The Company completed the dispatch of Postal Ballot Notice to all the shareholders on November 29, 2022.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolutions contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).
3. The Company has published an advertisement on November 30, 2022 regarding service of Postal Ballot Notice to eligible members in English language newspaper "Mint" and in Hindi language newspaper "Hindustan".
4. The Members of the Company holding shares as on cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL.
5. The remote e-Voting commenced on December 2, 2022, 09:00 A.M. and ended on December 31, 2022, 05:00 P.M. Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL on its designated website i.e. ['https://www.evoting.nsdl.com/'](https://www.evoting.nsdl.com/).
6. The remote e-voting was unblocked on December 31, 2022 after 05:00 P.M. in the presence of two witnesses i.e. Mr. Mukesh Sharma R/o House No. 42, New Tilpat Colony, Faridabad,

Haryana – 121003 and Mr. Parveen Kumar R/o T-9, 3<sup>rd</sup> Floor, Master Complex, Sharma Market, Sector-5, Noida, Uttar Pradesh-201301 who are not in the employment of the Company:



Mr. Mukesh Sharma



Mr. Parveen Kumar

7. Thereafter, the particulars of remotee-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for this purpose and the remote e-voting was reconciled with the register of members of the Company as on cut- off date as maintained by Link Intime India Private Limited, RTA of the Company.
8. As on cut-off date, the fully paid-up share capital of the Company was Rs. 30,61,45,740/- (Rupees Thirty Crores Sixty One Lakhs Forty Five Thousand Seven Hundred and Forty Only) divided into 3,06,14,574 (Three Crores Six Lakhs Fourteen Thousand Five Hundred and Seventy Four Only) equity shares of Rs. 10 (Rupee Ten Only) each.
9. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

**I. To Appoint of Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director:**

Special Resolution				
Particulars	Number of valid Votes			Percentage
	e-votes	Postal Ballot	Total	
<b>Assent</b>	2,63,28,529		2,63,28,529	99.8934
<b>Dissent</b>	28,091	NA	28,091	0.1066
<b>Total</b>	2,63,56,620		2,63,56,620	100.0000

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure A**'



**II. To re-appoint of Mr. Vivek Narayan Gour (DIN: 00254383) as an Independent Director:**

Special Resolution				
Particulars	Number of valid Votes			Percentage
	e-votes	Postal Ballot	Total	
<b>Assent</b>	2,62,80,938		2,62,80,938	99.7129
<b>Dissent</b>	75,658	NA	75,658	0.2871
<b>Total</b>	2,63,56,596		2,63,56,596	100.0000

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'

10. Based on the aforesaid results, the resolutions as mentioned above are deemed to have been passed on December 31, 2022 being the last date of remote e-voting for the members of the Company. Accordingly, the Company Secretary as authorised by the Chairman declare the Remote e-Voting results of Postal Ballot of the Company and submit the same with BSE Limited and National Stock Exchange of India Limited within the statutory timelines.
11. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.


Thanking You,

**For DPV & Associates LLP  
Company Secretaries**

DEVESH  Digitally signed  
by DEVESH  
KUMAR VASISHT  
Date: 2023.01.02  
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**Devesh Kumar Vasisht**  
Managing Partner  
CP No.:13700 / Mem. No. F8488  
UDIN: F008488D002852318  
Date: January 2, 2023  
Place: New Delhi

**Countersigned by  
For IndiaMART InterMESH Limited**

MANOJ  Digitally signed by  
MANOJ BHARGAVA  
Date: 2023.01.02  
16:48:19 +05'30'

**Manoj Bhargava**  
Group General Counsel, Company Secretary  
& Compliance Officer  
Date: January 2, 2023  
Place: Ghaziabad

**Annexure-A**

**A detailed summary of the voting through remote e-voting is given herein below:**

**A. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Shares</b>	<b>Paid-up value of shares</b>
a) Total votes received	851	2,63,56,620	26,35,66,200
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	851	2,63,56,620	26,35,66,200
d) Votes with assent for the resolution	809	2,63,28,529	26,32,85,290
e) Votes with dissent for the resolution	42	28,091	2,80,910

**Annexure-B**

**A detailed summary of the voting through e-voting is given herein below:**

**B. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Shares</b>	<b>Paid-up value of shares</b>
a) Total votes received	846	2,63,56,596	26,35,65,960
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	846	2,63,56,596	26,35,65,960
d) Votes with assent for the resolution	790	2,62,80,938	26,28,09,380
e) Votes with dissent for the resolution	56	75,658	7,56,580