



IndiaMART InterMESH Ltd.

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Date: February 10, 2021

BSE Limited

(BSE: 542726)

National Stock Exchange of India Limited

(NSE: INDIAMART)

Dear Sir/Ma'am,

Subject: Scrutinizer's Report for the 26th Extra Ordinary General Meeting of the Company

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 e-voting on the matters set out in the notice of the 26th Extra Ordinary General Meeting of the Company held on February 10, 2021, through Video Conferencing / Other Audio-Visual Means.

Please take the above information on record.

Yours faithfully,

For Indiamart Intermesh Limited

Manoj Bhargava
(Manoj Bhargava)

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



Encl: As above

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CONSOLIDATED SCRUTINIZER'S REPORT

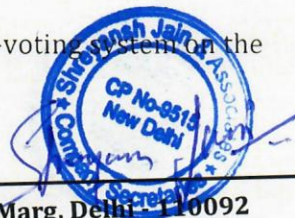
[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman
26th (Twenty Sixth) Extra Ordinary General Meeting of the Shareholders of
INDIAMART INTERMESH LIMITED
[CIN: L74899DL1999PLC101534]
1stFloor, 29-Daryaganj,
Netaji Subash Marg,
New Delhi-110002

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the 26th (Twenty Sixth) Extra Ordinary General Meeting ('EGM') held on Wednesday, February 10, 2021 at 11.00 A.M. (IST) through video conferencing ('VC')/other audio visual means ('OAVM') facility

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 January 18, 2021 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolution(s) contained in the notice dated January 18, 2021 for the 26th (Twenty Sixth) Extra Ordinary General Meeting ("EGM") of the members of the Company through VC/ OAVM, held on Wednesday, February 10, 2021 at 11:00 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility in accordance with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as '**MCA Circulars**'), Government of India and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as '**SEBI Circulars**').
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 EGM, using an electronic e-voting system on the dates referred to in the EGM Notice ("**remote e-voting**"); and



- (ii) Process of e-voting at the EGM through electronic voting system ("**Voting at the EGM through e-voting system**") to the shareholders present at the EGM 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 Voting at the EGM through e-voting system on the resolutions contained in the EGM 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 EGM 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 EGM 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 **Wednesday, February 03, 2021** were entitled to vote on the resolutions forming part of the Notice of the EGM.

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

- 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.
- 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 Wednesday, February 10, 2021 after the conclusion of the EGM at 11:46 A.M.

7. **Remote e-voting process**

- i. The remote e-voting period commenced from Saturday, February 06, 2021 (9:00 a.m. IST) and ended on Tuesday February 09, 2021 (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 Wednesday, February 03, 2021 only, were entitled to vote on proposed resolutions (Item No. 1 to 3 as set out in the EGM Notice of the Company) by remote e-voting.
- iii. On February 10, 2021, after the conclusion of the EGM at 11:45 A.M. and post counting of e-voting at EGM, 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 and Mr. Pavan 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. Pavan 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/>.

8. I hereby confirm that all the resolutions were passed with requisite majority and hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Voting at the EGM through e-voting system on the resolutions as set out in the EGM Notice, based on the reports generated by NSDL, as under:

SPECIAL BUSINESS

Item 1: APPROVE FUND RAISING ACTIVITIES AND ISSUANCE OF SECURITIES BY THE COMPANY.

Business: *Special Business*

Mode of Voting: *E-voting*

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*	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	8660755	5775076	66.6810	5757584	17492	99.6971	0.3029	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	8660755	5775076	66.6810	5757584	17492	99.6971	0.3029	0
Public - Non-Institutions	E-Voting*	5323670	2784588	52.3058	2784542	46	99.9983	0.0017	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	5323670	2784588	52.3058	2784542	46	99.9983	0.0017	0
Total		29121516	23691755	81.3548	23674217	17538	99.9260	0.0740	0

*Including E-voting during the Extra Ordinary General Meeting

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



Item 2: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE MEMORANDUM OF ASSOCIATION.

Business: **Special Business**

Mode of Voting: **E-voting**

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*	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	8660755	5775076	66.6810	5775076	0	100.0000	0.0000	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	8660755	5775076	66.6810	5775076	0	100.0000	0.0000	0
Public - Non-Institutions	E-Voting*	5323670	2784588	52.3058	2784572	16	99.9994	0.0006	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	5323670	2784588	52.3058	2784572	16	99.9994	0.0006	0
Total		29121516	23691755	81.3548	23691739	16	99.9999	0.0001	0

*Including E-voting during the Extra Ordinary General Meeting

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

Item 3: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE MEMORANDUM OF ASSOCIATION.

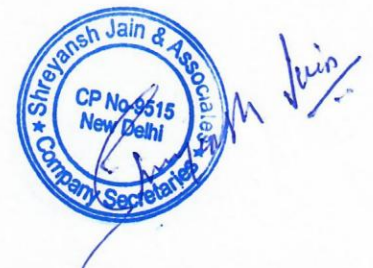
Business: **Special Business**

Mode of Voting: **E-voting**

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*	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	8660755	5775076	66.6810	5775076	0	100.0000	0.0000	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	8660755	5775076	66.6810	5775076	0	100.0000	0.0000	0
Public - Non-Institutions	E-Voting*	5323670	2784588	52.3058	2784542	46	99.9983	0.0017	0
	Poll		0	00.0000	0	0	0.0000	0.0000	0
	Total	5323670	2784588	52.3058	2784542	46	99.9983	0.0017	0
Total		29121516	23691755	81.3548	23691709	46	99.9998	0.0002	0

*Including E-voting during the Extra Ordinary General Meeting

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 of use of this report 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,




(SHREYANSH PRAKASH JAIN)
Practising Company Secretary
M.No. F8621, C.P. No. 9515

Place: Noida
Date: February 10, 2021

UDIN: F008621B002747161