



IndiaMART InterMESH Ltd.
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June 13, 2023

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

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

Sub: Scrutinizer's Report for the 24th Annual General Meeting of IndiaMART InterMESH Limited

Dear Sir/Madam,

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 24th Annual General Meeting of the Company held on Tuesday, June 13, 2023, 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



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 / devesh@dpvassociates.com

Consolidated 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,

The Chairperson

24th Annual General Meeting of the Shareholders of

IndiaMART InterMESH Limited

(CIN: L74899DL1999PLC101534)

1st Floor, 29- Daryaganj, Netaji Subhash Marg,

New Delhi- 110002

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 24th Annual General Meeting of the equity shareholders of INDIAMART INTERMESH LIMITED (the "Company") held on Tuesday, June 13, 2023 at 11:00 a.m. (1ST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')

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') in their meeting held on April 28, 2023, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Sections 108 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively ('MCA Circulars'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') read with SEBI vide it's circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated

May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('SEBI circular'), 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 resolutions considered at the AGM of the Company held on Tuesday, June 13, 2023 at 11:00 a.m. IST through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

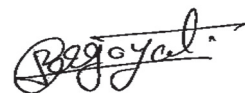
I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; (iii) SEBI Circulars and (iv) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also to ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL').
3. The Company has published newspaper advertisements on May 18, 2023 confirming on the completion of dispatch of AGM Notice along with the Annual Report for FY 2022-23 to eligible members 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 LODR Regulations.
4. The remote e-voting period commenced on Friday, June 09, 2023 (09:00 a.m. IST) and ends on Monday, June 12, 2023 (05:00 p.m. IST) via e-voting platform on the designated website of NSDL, Authorized Agency to provide e-voting facility through www.evoting.nsdl.com. The Company provided e-voting facility to the Members who participated/ attended through VC/OAVM to enable such Members to cast their votes, if they had not casted their vote earlier through remote e-voting. Further, the e-voting platform was opened during the AGM and remained open till the conclusion of AGM for voting purpose.

5. The Members of the Company as on the “Cut-off Date” i.e. Tuesday, June 06, 2023 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in AGM Notice.
6. After completion of e-voting at the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who were not in the employment of the Company who have signed below:



Mukesh Sharma



Parveen Kumar

7. The data of remote e-voting and e-voting at the AGM was diligently scrutinized and reconciled with the records maintained by NSDL. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting at AGM. Further, the shareholders who voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
9. 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.
10. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

Resolution No. 1 To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	10,053	2,54,74,904	2,54,84,957	99.99997
Dissent	-	8	8	0.00003
Total	10,053	2,54,74,912	2,54,84,965	100

Therefore, the above mentioned Resolution has been approved with requisite majority. 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**'.

Resolution No. 2 To declare dividend of Rs. 20/- per equity share for the financial year ended March 31, 2023:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	10053	2,54,74,821	2,54,84,874	99.99980
Dissent	-	52	52	0.00020
Total	10,053	2,54,74,873	2,54,84,926	100

Therefore, the above mentioned Resolution has been approved with requisite majority. 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**'.

Resolution No. 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:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	10,004	2,50,42,325	2,50,52,329	98.30253
Dissent	49	4,32,549	4,32,598	1.69747
Total	10,053	2,54,74,874	2,54,84,927	100

Therefore, the above mentioned Resolution has been approved with requisite majority. 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 C**'.

Resolution No. 4 To approve issue of bonus equity shares:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	10,004	2,51,50,574	2,51,60,578	98.72729
Dissent	49	3,24,299	3,24,348	1.27271
Total	10,053	2,54,74,873	2,54,84,926	100

Therefore, the above mentioned Resolution has been approved with requisite majority. 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 D'.

11. The register containing the details of e-voting will be handed over to the Company Secretary of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,

**For DPV & Associates LLP
Company Secretaries**

DEVESH Digitally signed
by DEVESH
KUMAR KUMAR VASISHT
VASISHT Date: 2023.06.13
22:05:06 +05'30'

Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488E000483380
Date: June 13, 2023
Place: New Delhi

**Countersigned by
For IndiaMART InterMESH Limited**

Manoj Bhargava
Group General Counsel, Company Secretary
& Compliance Officer
Date: June 13, 2023
Place: Noida

Details of E-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	434	2,54,74,912	25,47,49,120
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	434	2,54,74,912	25,47,49,120
d) Votes with assent for the resolution	431	2,54,74,904	25,47,49,040
e) Votes with dissent for the resolution	3	8	80

A2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	14	10,053	1,00,530
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	14	10,053	1,00,530
d) Votes with assent for the resolution	14	10,053	1,00,530
e) Votes with dissent for the resolution	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	431	25474873	25,47,48,730
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	431	25474873	25,47,48,730
d) Votes with assent for the resolution	428	25474821	25,47,48,210
e) Votes with dissent for the resolution	3	52	520

B2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	14	10,053	1,00,530
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	14	10,053	1,00,530
d) Votes with assent for the resolution	14	10,053	1,00,530
e) Votes with dissent for the resolution	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	435	2,54,74,874	25,47,48,740
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	435	2,54,74,874	25,47,48,740
d) Votes with assent for the resolution	394	2,50,42,325	25,04,23,250
e) Votes with dissent for the resolution	41	4,32,549	43,25,490

C2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	14	10,053	1,00,530
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	14	10,053	1,00,530
d) Votes with assent for the resolution	12	10,004	1,00,040
e) Votes with dissent for the resolution	2	49	490

Details of E-voting during the AGM & remote e-voting for Resolution No.- 4 are as under:

D1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	435	2,54,74,873	25,47,48,730
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	435	2,54,74,873	25,47,48,730
d) Votes with assent for the resolution	419	2,51,50,574	25,15,05,740
e) Votes with dissent for the resolution	16	3,24,299	32,42,990

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Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	14	10,053	1,00,530
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	14	10,053	1,00,530
d) Votes with assent for the resolution	12	10,004	1,00,040
e) Votes with dissent for the resolution	2	49	490