



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]

The Chairman

21st (Twenty First) Annual 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 21st(Twenty First) Annual General Meeting ('AGM') held on Monday, August 31, 2020 at 4.00 P.M. (IST) through video conferencing ('VC')/other audio visual means ('OAVM')

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 21, 2020 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, 2020 for the 21st (Twenty First) Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**") through VC/ OAVM, held on Monday, August 31, 2020 at 4:00 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**"), Government of India and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.
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 contained 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 Monday, August 24, 2020 were entitled to vote on the resolutions forming part of the Notice of the AGM.

6. E-voting process at the AGM

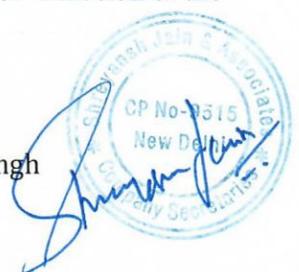
- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
- ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ NSDL on test check basis.
- iii. The e-votes cast were unblocked on Monday, August 31, 2020 after the conclusion of the AGM at 4.45 p.m.

7. Remote e-voting process

- i. The remote e-voting period commenced from Thursday, August 27, 2020 (9:00 A.M. IST) and ended on Sunday, August 30, 2020 (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 Monday, August 24, 2020 only, were entitled to vote on proposed resolutions (Item No. 1 to 6 as set out in the AGM Notice of the Company) by remote e-voting.
- iii. On August 31, 2020, after the conclusion of the AGM at 4.45 p.m. 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 and Mr. Raghuwar Singh, 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. Raghuwar Singh



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:

Item 1: Adoption of Audited Standalone Financial Statements of the Company together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company including the Auditors Report thereon for the year ended March 31, 2020.

Business: Ordinary Business

Mode of Voting: E-voting

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	15132091	99.9670	15132091	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	7772095	4055029	52.1742	4055029	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	7772095	4055029	52.1742	4055029	0	100.0000	0.0000	0
Public - Non-Institutions	E-Voting*	6032480	1847563	30.6269	1847561	2	99.9999	0.0001	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	6032480	1847563	30.6269	1847561	2	99.9999	0.0001	0
Total		28941666	21034683	72.6796	21034681	2	100.0000	0.0000	0

*Including E-voting during the Annual General Meeting

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

Item 2: Confirmation of the payment of Interim Dividend of Rs. 10/- per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20.

Business: **Ordinary Business**

Mode of Voting: **E-voting**

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	15132091	99.9670	15132091	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	7772095	4291029	55.2107	4291029	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	7772095	4291029	55.2107	4291029	0	100.0000	0.0000	0
Public - Non-Institutions	E-Voting*	6032480	1847562	30.6269	1847555	7	99.9996	0.0004	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	6032480	1847562	30.6269	1847555	7	99.9996	0.0004	0
Total		28941666	21270682	73.4950	21270675	7	100.0000	0.0000	0

*Including E-voting during the Annual General Meeting

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

Item 3: Appointment of 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**

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	15132091	99.9670	15132091	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	7772095	4190226	53.9137	4190226	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	7772095	4190226	53.9137	4190226	0	100.0000	0.0000	0
Public - Non-Institutions	E-Voting*	6032480	1847562	30.6269	1847554	8	99.9996	0.0004	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	6032480	1847562	30.6269	1847554	8	99.9996	0.0004	0
Total		28941666	21169879	73.1467	21169871	8	100.0000	0.0000	0

*Including E-voting during the Annual General Meeting

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



Item 4: Re-appointment of Mr. Rajesh Sawhney (DIN: 01519511) as an Independent Director for a second term of 5 years.

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	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	7772095	3996578	51.4221	3396084	600494	84.9748	15.0252	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	7772095	3996578	51.4221	3396084	600494	84.9748	15.0252	0
Public - Non-Institutions	E-Voting*	6032480	1847562	30.6269	1825892	21670	98.8271	1.1729	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	6032480	1847562	30.6269	1825892	21670	98.8271	1.1729	0
Total		28941666	20976231	72.4776	20354067	622164	97.0340	2.9660	0

*Including E-voting during the Annual General Meeting

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

Item 5: Re-appointment of Ms. Elizabeth Lucy Chapman (DIN: 06459440) as an Independent Director for a second term of 5 years

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	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	7772095	3996578	51.4221	2538767	1457811	63.5235	36.4765	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	7772095	3996578	51.4221	2538767	1457811	63.5235	36.4765	0
Public - Non-Institutions	E-Voting*	6032480	1847562	30.6269	1847554	8	99.9996	0.0004	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	6032480	1847562	30.6269	1847554	8	99.9996	0.0004	0
Total		28941666	20976231	72.4776	19518412	1457819	93.0501	6.9499	0

*Including E-voting during the Annual General Meeting

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



Item 6: Alteration of Articles of Association of the Company
 Business: Special Business
 Mode of Voting: E-voting

Resolution Required (Ordinary / Special)				Special					
Whether Promoter/Promoter Group are interested in the Resolution				Yes					
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	0.0000	0	0	0.0000	0.0000	0
	Total	15137091	15132091	99.9670	15132091	0	100.0000	0.0000	0
Public - Institutions	E-Voting*	7772095	4150598	53.4039	1408066	2742532	33.9244	66.0756	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	7772095	4150598	53.4039	1408066	2742532	33.9244	66.0756	0
Public - Non-Institutions	E-Voting*	6032480	1847562	30.6269	1847554	8	99.9996	0.0004	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total	6032480	1847562	30.6269	1847554	8	99.9996	0.0004	0
Total		28941666	21130251	73.0098	18387711	2742540	87.0208	12.9792	0

*Including E-voting during the Annual 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 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,

Place: Noida
 Date: August 31, 2020



(SHREYANSH PRATAP JAIN)
 Practising Company Secretary
 M.No. F8621, C.P. No. 9515
 UDIN: F008621B000640428