



## INDIAMART INTERMESH LIMITED

**Regd. Office:** 1<sup>st</sup> Floor, 29- Daryaganj, Netaji Subhash Marg, New Delhi- 110002

**Corp. Office:** 6<sup>th</sup> Floor, Tower 2, Assotech Business Cresterra, Plot No. 22, Sector-135, Noida- 201305, U.P.

**CIN:** L74899DL1999PLC101534, **Website:** [www.indiamart.com](http://www.indiamart.com); **Ph. No:** +91-11-45608941/+91-9696969696

## NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Second (22<sup>nd</sup>) Annual General Meeting ('AGM') of the member(s) of **IndiaMART InterMESH Limited** ('the Company') will be held on **Tuesday, August 31, 2021 at 11:00 a.m.** IST through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), for which purpose the Registered Office of the Company situated at 1<sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002 shall be deemed as the venue for the Meeting wherein the proceedings of the AGM shall be deemed to have been conducted, to transact the following business:

### ORDINARY BUSINESS:

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

**By order of the Board of  
IndiaMART InterMESH Limited**

**Sd/-**

**Manoj Bhargava**

Senior Vice President (Legal & Secretarial)  
Company Secretary & Compliance Officer  
Membership No.- F 5164

Date: August 3, 2021

Place: Noida

### NOTES:

1. In view of the COVID-19 pandemic and the social distancing norms to be followed in the Country, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 ('MCA Circulars') and SEBI has via 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 ('SEBI Circulars') (MCA Circulars and SEBI Circulars are collectively referred as 'Circulars') has permitted the holding of the AGMs through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 22<sup>nd</sup> AGM of the Company is being held through VC/OAVM facility. The detailed procedure for participating through VC/OAVM facility is mentioned in

Note No. 20 of the notice. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

2. A member entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

However, in terms of aforesaid Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) intending to authorise their representatives to attend the AGM through VC/OAVM facility and/or vote through remote e-voting or e-voting at the AGM on its behalf are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorised signatory(ies) to the Scrutiniser by email to [shreyanshpjain@gmail.com](mailto:shreyanshpjain@gmail.com) with a copy marked to the Company at [cs@indiamart.com](mailto:cs@indiamart.com).

3. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
4. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2'), in respect of Director seeking re-appointment at the AGM are also annexed to this Notice.
5. The recording of the AGM shall also be made available on the Company's website at <http://investor.indiamart.com> in the Investors Relation Section, as soon as possible after the conclusion of the AGM.
6. The relevant documents or its extracts as referred to in the Notice can be obtained for inspection by members by writing to the Company at its email ID [cs@indiamart.com](mailto:cs@indiamart.com) from the date of circulation of this Notice upto the date of the AGM.
7. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at its email id [cs@indiamart.com](mailto:cs@indiamart.com) mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM may use the

chat box facility provided by National Securities Depository Limited ('NSDL') for the same.

8. During the AGM, members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Statutory Auditor's of the Company certifying that Indiamart Employee Stock Benefit Scheme, 2018 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014. Members seeking to inspect such documents can send an email to the Company at [cs@indiamart.com](mailto:cs@indiamart.com).
9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members who have not registered their email id's in their demat accounts are requested to register their e-mail address with their respective DP for receiving Annual Reports and other communications through electronic mode.
10. In compliance with the aforesaid Circulars, the Notice of the AGM and Annual Report for FY 2021 along with login details for participating in the AGM through VC/OAVM facility including e-voting are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company or Link Intime India Pvt. Ltd ('RTA') or DP. Members may note that this Notice of the AGM and Annual Report for FY 2021 will also be available on the Company's website at <http://investor.indiamart.com>, Stock Exchange's website i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. The Notice of AGM and Annual Report for FY 2021 will be sent to those Members/beneficial owners whose name will appear in the Register of Members/list of beneficiaries received from the Depositories as on Friday, July 30, 2021.
12. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
13. Pursuant to Reg. 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the last date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Members can contact the Company or Company's RTA for any assistance in this regard.
14. Members holding shares in dematerialised form are advised to make nomination in respect of their shareholding in the

Company by submitting Form No. SH-13 to their respective DP in terms of Section 72 of the Act to the RTA. The nomination form can be downloaded from the Company's website <http://investor.indiamart.com>. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.

15. Non-Resident Indian members are requested to inform RTA, immediately of:
  - a) Change in their residential status on return to India for permanent settlement;
  - b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
16. The dividend, as recommended by the Board of Directors of the Company in its meeting held on April 29, 2021 (₹ 15/- per equity share of face value ₹ 10/- each for FY 2021), if declared subject to the approval of the members at the meeting, will be paid on or before Wednesday, September 29, 2021 to those member(s) or their mandates:
  - a) whose names appear as Beneficial Owners at the end of business hours on Tuesday, August 24, 2021 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
  - b) whose names appear as member(s) in the Register of Members of the Company on Tuesday, August 24, 2021.

Pursuant to amendment in Income Tax Act and Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. To enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [cs@indiamart.com](mailto:cs@indiamart.com). Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. For further details and formats of declaration, please refer to FAQs on Taxation of Dividend Distribution available at Company's website <http://investor.indiamart.com>.

The dividend approved by the members will be paid as per the mandate registered with the Company or with their respective DPs. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of address/bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. For members, who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent out to their

registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories where shares are held in dematerialised mode to receive dividend directly into their bank account on the payout date.

17. Members are requested to note that dividend which remains unclaimed for a period of seven (7) years from the date of transfer to the Company's unpaid dividend account and shares on which the dividend remains unclaimed for seven (7) consecutive years will be transferred to the Investor Education and Protection Fund ('IEPF') as per Section 124 of the Act and the applicable rules. In view of the same, members who wish to claim their unclaimed dividend are requested to raise a request with the RTA or to the Company at its registered office and/or email at [cs@indiamart.com](mailto:cs@indiamart.com). Please refer Company's website <http://investor.indiamart.com/> for details related to unclaimed dividend amount.
18. All correspondence should be addressed to the RTA of the Company viz. Link Intime India Private Limited, Noble Heights, 1<sup>st</sup> Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel: 011 - 49411000, e-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
19. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and MCA Circulars, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by National Securities Depository Limited ('NSDL').

The Members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

The instructions for joining the AGM through VC/OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM under Note No. 20.

## 20. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

### A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

- i. The remote e-voting period will commence on Friday, August 27, 2021 (9:00 a.m. IST) and ends on Monday, August 30, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form as on the cut-off date i.e. Tuesday, August 24, 2021, may cast their vote electronically. A person, whose name appears in the Register of Members maintained by the Depositories as on the cut-

off date, shall be entitled to avail the facility of remote e-voting.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- iii. Any person, who acquires equity shares and becomes a member of the Company after the date of electronic dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password to cast the vote.
- iv. The details of the process and manner for remote e-voting are explained herein below:

**Step 1:** Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-voting system and join virtual meeting on NSDL e-voting system.

### Details on Step 1 are mentioned below:

#### A) How to Log-in to NSDL e-voting website?

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>3. A new screen will open. You will have to enter your <b>User ID</b> and <b>Password</b>. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on "Access to e-Voting" appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or e-Voting service provider - <b>NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>.</li> <li>Select "<b>Register Online for IDEAS</b>" Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Please follow steps given in points 1-5.</li> </ol> <p><b>B. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a personal computer or on a mobile phone.</li> <li>Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" which is available under 'Shareholder/Member' section.</li> <li>A new screen will open. You will have to enter your <b>User ID</b> (i.e. your sixteen digit demat account number held with NSDL), <b>Password/OTP</b> and a <b>Verification Code</b> as shown on the screen.</li> <li>After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol> <p>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The Menu will have links of <b>e-voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

B) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

C) Your Password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - In case you have not registered your email ID, please follow instructions mentioned below in this notice.

- D) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid option, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number, PAN, name and registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- E) After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.
- F) Now, you will have to click on "**Login**" button.
- G) After you click on the "**Login**" button, Home page of e-Voting will open.

**Details on Step 2 are mentioned below:**

How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle is in active status.
- Select "**EVEN**" of the Company.
- Now you are ready for e-voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
- Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join General Meeting**".

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
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**General Guidelines for Shareholders**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
- In case of any query relating to remote e-voting you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no. 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Soni Singh, Assistant Manager, NSDL, at designated e-mail IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), who will address the grievances related to electronic voting.

- Process for those Members holding shares in demat mode and whose email address are not registered with the Company/Depositories, for procuring user id and password and registration of e-mail address for e-voting for the resolutions set out in this Notice:

Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing demat account number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.

**B. INSTRUCTIONS FOR E-VOTING DURING THE AGM**

- The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned above for remote e-voting.

**C. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM**

1. Members will be able to attend the AGM through VC/OAVM provided by NSDL at <https://www.evoting.nsdl.com> under shareholders/members login by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
3. Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members joining through Tablets/Laptops/Mobile devices etc are recommended to use stable Wi-Fi or LAN to mitigate any kind of glitches and for better experience.
4. Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.

**D. THE INSTRUCTIONS FOR MEMBERS FOR ELECTION OF CHAIRMAN TO START THE AGM PROCEEDING ON THE DAY OF AGM ARE AS UNDER:**

1. After successful login at Step 1 above, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see "EVEN" of Chairman Election of IndiaMart Intermesh Ltd whose voting cycle is in active status.

3. Select "EVEN" of Chairman Election, now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**OTHER INSTRUCTIONS:**

1. The Board of Directors of the Company has appointed Mr. Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No. 9515) as the Scrutiniser to scrutinise the process of remote e-voting and e-voting during the 22<sup>nd</sup> AGM in a fair and transparent manner.
2. The Scrutiniser shall after the conclusion of e-voting at the AGM, will first count the votes casted through e-voting at the meeting and thereafter unblock the votes casted through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutiniser's report of the total votes casted in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company <https://investor.indiamart.com/> under the head of 'Investor Relations' and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the declaration of result by the Chairman or a person authorised by him in writing. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall place the results on their website.
4. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. Tuesday, August 31, 2021.

**By order of the Board of IndiaMART InterMESH Limited**

Sd/-

**Manoj Bhargava**

Senior Vice President (Legal & Secretarial)  
Company Secretary & Compliance Officer  
Membership No.- F 5164

Date: August 3, 2021  
Place: Noida

## ANNEXURE

**Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed/re-appointed:**

<b>Name of the Director</b>	Mr. Dhruv Prakash														
<b>Date of Birth &amp; Age</b>	November 13, 1951 69 Years														
<b>Qualification</b>	He holds a bachelor's degree in science from Meerut University, a master's degree in Science (Chemistry) from Meerut University and a Post graduate Diploma in business administration from the Indian Institute of Management Ahmedabad.														
<b>Terms and Conditions of appointment/re-appointment</b>	Non-Executive Director, liable to retire by rotation.														
<b>Details of Remuneration sought to be paid</b>	Sitting Fee paid as director for attending the Meetings of Board and Committees Meetings.														
<b>Last Remuneration drawn (Per Annum)</b>	Refer Corporate Governance Report														
<b>Experience &amp; Expertise</b>	43 years of Industry experience, currently he is engaged in his independent professional practice for rendering management consultancy and leadership development services. He has experience in the field of management consulting, finance, manufacturing and chemicals. He has previously worked at Korn/Ferry International Private Limited, Helion Ventures Private Limited, Hewitt Associates (India) Private Limited, Amar Dye-Chem Limited, DCM Toyota Limited, Hindustan Reprographics Limited and Escorts Limited.														
<b>Date of first appointment on the Board</b>	He was first appointed to our Board on May 11, 2012 and resigned from our Board on January 27, 2015 and was subsequently re-appointed on September 1, 2016.														
<b>No. of equity shares held in the Company*</b>	25,106 equity shares														
<b>Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company</b>	No Relation														
<b>Number of Board Meetings attended during FY 2021</b>	Four (4)														
<b>Other Directorships, Membership/Chairmanship of Committees of other Boards*</b>	<p><b>Directorship in the following Companies:</b></p> <ul style="list-style-type: none"> <li>• Bharat Hotels Limited</li> <li>• SBI Mutual Fund Trustee Company Private Limited</li> </ul> <p><b>Committee Positions in the following Companies:</b></p> <table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Position held (Chairman/Member)</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Bharat Hotels Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination &amp; Remuneration Committee</td> <td>Chairman</td> </tr> <tr> <td>SBI Mutual Fund Trustee Company Private Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>		Name of the Company	Name of the Committee	Position held (Chairman/Member)	Bharat Hotels Limited	Audit Committee	Member	Stakeholders Relationship Committee	Chairman	Nomination & Remuneration Committee	Chairman	SBI Mutual Fund Trustee Company Private Limited	Audit Committee	Member
Name of the Company	Name of the Committee	Position held (Chairman/Member)													
Bharat Hotels Limited	Audit Committee	Member													
	Stakeholders Relationship Committee	Chairman													
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SBI Mutual Fund Trustee Company Private Limited	Audit Committee	Member													

\* As on July 22, 2021