

INDIAMART INTERMESH LIMITED

Regd. Office: 1st Floor, 29- Daryaganj, Netaji Subhash Marg, New Delhi- 110002

CIN: U74899DL1999PLC101534. Website: www.indiamart.com

Ph. No: 011-30272100, Fax No. 011-43509807

BALLOT FORM

Folio No. / DP ID & Client ID: _____

Name of the Registered Holder _____

Name of the Joint Holder[s]:(1) _____

Registered Address _____

Number of share(s)held _____

I/We hereby cast my / our votes in respect of the following resolutions as specified in the Notice of the 20th Annual General Meeting of the Company held on Wednesday, September 25, 2019 at 9:00 am at "The Executive Club Resort", 439, Kharak Road, Shahoorpur Extension, Sat Bari, New Delhi - 110074 to be passed through ballot/poll conveying my/our assent/dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below :

ITEM NO.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution AGAINST
1.	Receive, Consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2019 alongwith reports thereon.			
2.	Appointment of a Director in place of Mr. Dhruv Prakash, who retires by rotation and being eligible offers himself for re-appointment.			
3.	Appointment of Statutory Auditors of the Company and to fix their remuneration.			
4.	Approval of payment of professional fees to Mr. Dhruv Prakash, Non-Executive Director of the Company.			
5.	Re-Appointment of Mr. Dinesh Chandra Agarwal as Managing Director and CEO of the Company.			
6.	Re-Appointment of Mr. Brijesh Kumar Agrawal as Whole-Time Director of the Company.			
7.	Ratification of the Approval and Implementation of the Indiamart Employee Stock Benefit Scheme – 2018 through Trust Route.			
8.	Ratification of the Approval for Grant of Employee Stock Options and Stock Appreciation Right to the Employees of Present and Future Subsidiary Company (ies) under Indiamart Employee Stock Benefit Scheme – 2018.			
9.	Variation in the terms of Indiamart Employee Stock Benefit Scheme – 2018.			

Notes: i. If the voting rights are exercised electronically, there is no need to use this form.

ii. Please read carefully the instructions printed overleaf before exercising your vote

(Signature of the Shareholder/member)

Date: _____ Place: _____

INSTRUCTIONS

1. A Shareholder/Member desiring to exercise his/her vote by ballot may complete this ballot form and hand over at the venue of Annual General Meeting. However, envelopes containing Ballot Forms if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. Please convey your assent/dissent in this Ballot Form. The assent/dissent received in any other form shall not be considered valid.
3. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
4. This Ballot Form should be completed and signed by the Shareholder/ Member. In case of joint-holding, this Form should be completed and signed as per the specimen signature registered with the Company/Depository Participants by the first named Shareholder and in his/her absence, by the next named Shareholder/Member.
5. Unsigned Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Ballot shall be final and binding.
6. In case of shares held by companies, trusts, societies etc., the duly completed Ballot Form should be accompanied by a certified true copy of Board resolution/Authority together with attested specimen signature(s) of the authorised signatory(ies).
7. A Shareholder/Member need not use all his/her votes, nor he/she needs to cast all his/her votes in the same way.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders/Members as on the cut-off date Wednesday, September 18, 2019.
9. Shareholders/Members are requested not to send any other paper along with the Ballot Form. Any extraneous paper found would be destroyed by the scrutiner.