



NOTICE OF THE 21ST ANNUAL GENERAL MEETING

INDIAMART INTERMESH LIMITED

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

CIN: L74899DL1999PLC101534. Website: www.indiamart.com

Ph. No: 011-49995600

NOTICE is hereby given that the 21st (Twenty First) Annual General Meeting ("AGM") of the members of **IndiaMART InterMESH Limited** ("the Company") will be held on Monday, August 31, 2020 at 4:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 1st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the 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.
2. To confirm 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.
3. To appoint a Director in place of Mr. Brijesh Kumar Agrawal (DIN: 00191760) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT Mr. Rajesh Sawhney (DIN: 01519511), who was appointed as an Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2015 for a term of 5 (Five) years upto the forthcoming AGM of 2020 and who meets the criteria of Independence as provided under section 149(6) of the Act and who is eligible for re-appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby reappointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as an Independent Director for a further period of 5 (Five) years with effect from September 23, 2020, not liable to retire by rotation."

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT Ms. Elizabeth Lucy Chapman (DIN: 06459440), who was appointed as an Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2015 for a term of 5 (Five) years upto the forthcoming AGM of 2020 and who meets the criteria of Independence as provided under section 149(6) of the Act and who is eligible for re-appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby reappointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as an Independent Director for a further period of 5 (Five) years with effect from September 23, 2020, not liable to retire by rotation."

6. **Alteration of Articles of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to approval of shareholders and such other approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of shareholders be and is hereby accorded to amend the Articles of Association of the Company for giving effect to the Promoters Inter-se Agreement dated July 13, 2020 by amending Article 2.1 by inserting few definitions, inserting new Article 114A with respect to nomination of Directors, Managing Director, Whole-time Director and Chief Executive Office and amending Article 115 thereto:

2. **In these Articles:**

- 2.1 *Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date at which the Articles become binding on the Company. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined for use.*

"Affiliate", means, with respect to any Person, any other Person that, directly or indirectly, through one or more

Persons, Controls, is Controlled by or is under common Control with such Person. If such Person is a natural person, the term "Affiliate" shall include a Relative of such natural person.

"BA Group" means group comprising of promoter Mr. Brijesh Kumar Agrawal and his Affiliates and their respective legal heirs, administrators, executors, successors and permitted assigns, as applicable;

"Control" shall have the meaning ascribed to such term under the Companies Act and the SEBI Takeover Regulations and also includes (to the extent not covered by the meanings therein):

- (a) in relation to a Person, the power to (directly or indirectly):
 - (i) direct or cause the direction of management and policies of such Person, whether through ownership of securities, partnership interests, units or other equity interests, by agreement or otherwise;
 - (ii) elect more than 50% of the directors, partners or other individuals exercising authority or the ability to make decisions on behalf of such Person, in each case whether alone or together with Affiliates;
- (b) in relation to a Person which is a trust, the ability (whether alone or together with Affiliates) to (directly or indirectly) appoint or remove the trustee of the trust; and
- (c) in relation to a Person which is a limited partnership, the ability (whether alone or together with Affiliates) to (directly or indirectly) appoint or remove the general partner of the limited partnership, the terms Controlled, Controlling and under common Control shall be construed accordingly.

"DA Group" means group comprising of promoter Mr. Dinesh Chandra Agarwal and his Affiliates their respective legal heirs, administrators, executors, successors and permitted assigns, as applicable;

"Person" shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, voluntary association, joint venture, partnership (whether limited or unlimited), proprietorship, unincorporated organization, Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable Law;

"Relative" has the meaning given to such term in Section 2 (77) of the Companies Act;

"Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended;

114 A(i) Subject to the provisions of the Act and other applicable law for time being in force:

- (a) Mr. Dinesh Chandra Agarwal shall continue to be the Managing Director of the Company and the Board shall take necessary actions to renew the term of Mr. Dinesh Chandra Agarwal as the Managing Director of the Company as may be required from time to time.
- (b) If during the lifetime of Mr. Dinesh Chandra Agarwal, the position of the Managing Director of the Company falls vacant due to resignation by Mr. Dinesh Chandra Agarwal or disqualification of Mr. Dinesh Chandra Agarwal to act as the Managing Director of the Company or for any other reason whatsoever, Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal shall have the right to jointly nominate the Managing Director of the Company, in writing, from the Directors on the Board of the Company.
- (c) Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal shall have the right to jointly appoint Chairman of the Board, who may or may not be the Managing Director, during the lifetime of Mr. Dinesh Chandra Agarwal.

After the lifetime of Mr. Dinesh Chandra Agarwal, as and when the position of the Chairman of the Board and/or the Managing Director becomes vacant, these position(s) shall be nominated jointly by DA Group and BA Group.

In case the Parties are unable to mutually agree to appoint the permanent Chairman of the Board during the lifetime of Mr. Dinesh Chandra Agarwal and after the lifetime of Mr. Dinesh Chandra Agarwal in the manner stated above, then the Board of the Company shall appoint a pro tem Chairman of each Board Meeting.

- (d) the DA Group shall collectively always have the right to nominate and appoint one (1) Director on the Board and remove from office such Director and to nominate or appoint, as the case may be, any other Director to fill the vacancy caused due to removal, resignation, death or for any other reason;
- (e) Mr. Brijesh Kumar Agrawal shall continue to be a Whole-time Director of the Company and the Board shall take necessary actions to renew the term of Mr. Brijesh Kumar Agrawal as the Whole-time Director of the Company as may be required from time to time;
- (f) the BA Group shall collectively always have the right to nominate and appoint one (1) Director on the Board and remove from office

such Director and to nominate or appoint, as the case may be, any other Director to fill the vacancy caused due to removal, resignation, death or for any other reason; and

- (g) In addition to the above, both DA Group and the BA Group shall have right to jointly nominate and appoint one (1) Director on the Board of the Company. In case the Parties are unable to mutually agree to appoint such Director, then such right shall not be exercised by either Party.
- (ii) The Chief Executive Officer (CEO) of the Company shall be nominated and appointed by the Board with consent of majority of the Directors nominated by DA Group and BA Group on the Board in terms of this Article 114A at the relevant time. In case either DA Group or BA Group does not have any nominee Director on the Board of the Company, then the CEO shall be appointed with the written consent of the group which does not have a nominee Director on the Board. In case (i) the Directors nominated by DA Group and BA Group; or (ii) the DA Group and the BA Group, if no nominee Director has been appointed by either of them on the Board of the Company, as the case may be, cannot decide on the appointment of CEO, then each of DA Group and BA Group shall each nominate one (1) candidate for the position of CEO of the Company within fifteen (15) days from the date of such deadlock and the Board of the Company shall appoint the CEO from the candidates nominated by the DA Group and BA Group, as decided by the majority of the Directors on the Board of the company, within thirty (30) days of receipt of such nominations. It is hereby clarified that if the DA Group or the BA Group fails to provide their nomination for the CEO within the timeliness prescribed above, then they shall be deemed to have waived their right to nominate a candidate for CEO. The DA Group and BA Group shall provide such information as may be sought by the Board of the Company to assess the candidature of the Person nominated by them. Until the appointment of the permanent CEO of the Company, the Board may appoint any executive Director as the interim CEO of the Company.
- (iii) For the avoidance of doubt, it is clarified that:
- (a) the right of DA Group to nominate one (1) Director in terms of Article 114A(i)(d) includes the appointment of Mr. Dinesh Chandra Agarwal and similarly the right of BA Group to nominate one (1) Director in terms of Articles 114A(i)(f) includes the appointment of Mr. Brijesh Kumar Agrawal.

- (b) in the event either DA Group or BA Group does not at any time exercise its right to so nominate a Director, it may exercise such right at any time in the future.
- (iv) The above-said rights shall be available to the DA Group and BA Group, respectively until such time that DA Group or BA Group, as the case may be, continues to hold at least 5% of the paid-up share capital of the Company, in aggregate.
- (v) Each of DA Group and BA Group shall ensure that its nominee Directors cause the appointment of Directors and the alternate Directors to be made in accordance with the provisions of these Articles and it and its nominee Director/s shall vote at the General Meetings and the Board meetings, as the case may be, to ensure such appointments. The appointment of Directors shall take place at the Board meeting immediately following the receipt by the Company of such nomination.

115. The Company shall, subject to the provisions of the Act and Article 114A, be entitled to agree with any person, firm or corporation that he or it shall have the right to appoint his or its nominee on the Board of the Company on such terms and conditions as the Company may deem fit, subject to the approval of the members of the Company through a resolution passed at a general meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board of
For IndiaMART InterMESH Limited

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

Date: July 21, 2020
Place: Noida

CIN: L74899DL1999PLC101534
Registered Office: 1st Floor, 29 -
Daryaganj, Netaji Subhash Marg,
New Delhi - 110002, India
Phone no. 011-49995600
Website: www.indiamart.com

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is annexed hereto and forms part of the notice.
2. In view of the massive outbreak 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 Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively ('MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and MCA Circulars, the 21st AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the 21st AGM shall be the Registered office of the Company.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of Members has been dispensed with. 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.

However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution to the Company.
4. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In terms of Section 152 of the Act, Mr. Brijesh Kumar Agrawal, Whole-time Director, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
6. The recording of the forthcoming AGM scheduled on August 31, 2020, shall also be made available on the website of the Company <http://investor.indiamart.com>, as soon as possible after the Meeting is over.
7. The relevant details, as required under Secretarial Standard-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, of persons seeking appointment/re-appointment as Directors at the Annual General Meeting ('AGM') are furnished herewith and forms part of the Notice.
8. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID cs@indiamart.com till the date of AGM.
9. During the AGM, Members may access the Auditors 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 Auditors of the Company certifying that Indiamart Employee Stock Option Scheme, 2015 and Indiamart Employee Stock benefit Scheme, 2018 of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution of the Members of the Company through writing a mail to cs@indiamart.com.
10. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, companies can serve 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 e-mail address with the Company can now register the same by sending an email to Company Secretary and Compliance Officer of the Company at cs@indiamart.com and/or by sending a request to Link Intime India Private Limited Registrar and Share Transfer Agent ('RTA') through email delhi@linkintime.co.in or contact 011 - 49411000. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of AGM and Annual Report along with login details for joining the AGM through VC / OAVM facility including e-voting are being sent only through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA. Members may note that this Notice of AGM and Annual Report will also be available on Company's website (<http://investor.indiamart.com>), Stock Exchange's website (www.bseindia.com) and (www.nseindia.com) and National Securities Depository Limited ('NSDL') website (www.evoting.nsdl.com).
12. The Notice of AGM and Annual Report 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 July 31, 2020.
13. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at cs@indiamart.com at least seven days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM on the

accounts or any matter to be placed at the AGM may ask through the chat box facility provided by NSDL.

14. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form, if any, can submit their PAN to the RTA 'Link Intime India Private Limited' (LIPL).
15. SEBI vide its notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members are requested to dematerialize the shares held by them in physical form.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective DP. 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.
17. 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.
18. The Company has transferred the unpaid or unclaimed Interim Dividend to the "Unpaid Dividend of Indiamart Intermesh Limited Account" and uploaded the details of unpaid and unclaimed dividend amount lying in separate Bank Accounts (maintained with Kotak Mahindra Bank for the interim dividend declared in 2020, on website of the Company at <http://investor.indiamart.com/>

Members wishing to claim dividend that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent or to the Company at its registered office. Members are requested to note that dividend which remains unclaimed for a period of seven years from the date of transfer to the Company's unpaid dividend account and shares on which the dividend remains unclaimed for seven consecutive years will be transferred to the Investor Education and Protection Fund as per Section 124 of the Act and the applicable Rules.

18. All correspondence including share transfer documents should be addressed to the RTA of the Company viz. Link Intime India Private Limited, Noble Heights, 1st 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.
19. To comply with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by NSDL on all resolutions set forth in this Notice.

Only those Members who will be present in the AGM through VC / OAVM facility and have not cast 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 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. 21.

2. 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 commences on Thursday, August 27, 2020 (9:00 a.m. IST) and ends on Sunday, August 30, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form as on Monday, August 24, 2020 i.e. cut-off date, may cast their vote electronically. A person, whose name appears in the Register of Members or in the Register of Beneficial Owners 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.

- 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 acquire shares and become Member of the Company after the date of electronic dispatch of the Notice and holding shares as on the cut-off date i.e. August 24, 2020, may obtain the login ID and password by sending a request at 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

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. 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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

- b) 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) 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 in your mailbox from evoting@nsdl.com. 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'.
 - (ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this Notice i.e. "Process for those Shareholders whose email address are not registered".

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) 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.
- b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the one-time password (OTP) based login to cast the votes on the e-Voting system of NSDL.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. 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?

1. 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.
2. 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.
3. Select "EVEN" of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to shreyanshpjain@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. In case of any query relating to remote e-voting you may refer the 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. 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or sonis@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

Process for those Shareholders 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:

Physical Holding	Send a request to Link Intime India Private Limited, Registrar and Share Transfer Agent at delhi@linkintime.co.in providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.
Demat Holding	Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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.
3. 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> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

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 3000 members on first come first served 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 served basis.
3. Members joining through Laptops / Mobile devices are recommended to use stable Wi-Fi or LAN connection for better experience.
4. Shareholders 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 7 days from AGM date by the Company suitably.
5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Ms. Pallavi Mhatre, Manager-NSDL at pallavid@nsdl.co.in/ 022-24994545 or Ms. Soni Singh, Asst. Manager at soniS@nsdl.co.in/ 022-24994559 .

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 click on Active Voting Cycles, you will be able to see "EVEN" of Chairman Election of India Mart 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 Company has appointed Mr. Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No. 9515) as the Scrutinizer to scrutinize the e-voting during the 21st AGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized 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 Scrutinizer shall be placed on the website of the Company <https://corporate.indiamart.com/> under the head of 'Investor Relations' and on the website of Link Intime India Private Limited after the declaration of result by the Chairman or a person authorized 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.

IndiaMART InterMESH Limited

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

Date: July 21, 2020

Place: Noida

CIN: L74899DL1999PLC101534

Registered Office: 1st Floor, 29 - Daryaganj, Netaji Subhash Marg, New Delhi- 110002, India

Phone no. 011-49995600

Website: www.indiamart.com

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Rajesh Sawhney (DIN: 01519511) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the September 23, 2015 to hold office for a period of 5 (Five) years with effect from September 23, 2015 (the date of AGM 2015).

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

Mr. Rajesh Sawhney, who being eligible and has offered himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of 5 (Five) years from the end of his current tenure.

In the opinion of the Board, Mr. Rajesh Sawhney fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

In the Performance Evaluation conducted for the year 2019-20, the performance of Mr. Rajesh Sawhney was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. Details on his attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on May 12, 2020, has approved the re-appointment of Mr. Rajesh Sawhney as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Except Mr. Rajesh Sawhney, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of this Notice.

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is set out in the annexure to the Explanatory Statement.

Item No. 5

Ms. Elizabeth Lucy Chapman (DIN: 06459440), was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the September 23, 2015 to hold office for a period of 5 (Five) years with effect from September 23, 2015 (the date of AGM 2015).

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

Ms. Elizabeth Lucy Chapman, who being eligible and has offered herself for re-appointment, is proposed to be appointed

as an Independent Director for a Second Term of 5 (Five) years from the end of his current tenure.

In the opinion of the Board, Ms. Elizabeth Lucy Chapman fulfills the conditions specified in the Act and rules made thereunder for her re-appointment as an Independent Director of the Company and is Independent of the Management.

In the Performance Evaluation conducted for the year 2019-20, the performance of Ms. Elizabeth Lucy Chapman was evaluated satisfactory in the effective and efficient discharge of her role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. Details on her attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on May 12, 2020, has approved the re-appointment of Ms. Elizabeth Lucy Chapman as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Except Ms. Elizabeth Lucy Chapman, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of this Notice.

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is set out in the annexure to the Explanatory Statement.

Item No. 6

The Promoters of the Company Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal have entered into an agreement amongst each other and the Company, wherein both the parties have inter-se agreed for the mechanism to nominate and appoint their respective Directors, Managing Director, Whole Time Director, CEO of the Company, etc. which rights shall be available to them till the time they continue to hold shares of the Company above the agreed threshold.

In order to give effect to the provisions of such inter-se Shareholder Agreement, it is necessary to amend the Articles of Association of the Company to include the provisions thereof.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Act read with rules made thereunder, the prior approval of the shareholders of the Company is sought by way of Special Resolution.

Except Mr. Dinesh Chandra Agarwal and his relatives and Mr. Brijesh Kumar Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6 of this Notice.

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:

Name of the Director	Mr. Brijesh Kumar Agrawal	Mr. Rajesh Sawhney	Ms. Elizabeth Lucy Chapman
Date of Birth & Age	September 16, 1976 43 Years	February 02, 1966 54 Years	July 20, 1980 40 Years
Qualification	He holds a master's degree in management Science from University of Lucknow and a Post-graduate Diploma in business management from Northern Institute for Integrated Learning in Management, New Delhi.	He holds a bachelor's degree in engineering (electronics and communication) from University of Delhi and a master's degree in management studies from University of Bombay.	She holds a bachelor's degree in science from Edinburgh University, United Kingdom and is a chartered financial analyst. She has experience in the field of adoption of digital technology in financial services.
Terms and Conditions of appointment/ re-appointment	Whole-Time Director, liable to retire by rotation.	Non-Executive Independent Director, Non-liable to retire by rotation	Non-Executive Independent Director, Non-liable to retire by rotation
Details of Remuneration sought to be paid	Not Applicable	Sitting Fee to be paid, as director, for attending the Meetings of Board and Committees Meetings.	Sitting Fee to be paid, as director, for attending the Meetings of Board and Committees Meetings.
Last Remuneration drawn (Per Annum)	Rs. 33.46 million during the Financial Year 2019-20	Not Applicable	Not Applicable
Experience & Expertise	He has experience in the field of internet, networking, Business and Corporate Management.	He has experience in the field of media, entertainment, telecommunications, and internet industry.	She has experience in the field of adoption of digital technology in financial services
Date of first appointment on the Board	September 13, 1999	January 27, 2011	January 27, 2015
No. of shares held	58,48,544 Equity Shares as on July 21, 2020	5918 Equity Shares as on July 21, 2020	Nil
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mr. Dinesh Chandra Agrawal and Mr. Brijesh Kumar Agrawal are cousin brothers.	No Relation	No Relation
Number of Board Meetings attended during the Financial Year 2019-20	9(Nine)	6(Six)	3(Three)
Directorships held in other companies	1. Tolexo Online Private Limited	1. Gastrotope Private Limited 2. RRA Media & Entertainment Private Limited 3. Chintee Software Private Limited 4. Inner Chef Private Limited 5. Inner Chef Marketplace Private Limited	1. Nahar Credits Private Limited 2. Chalk Farm Ventures Private Limited 3. Camden Town Technologies Private Limited 4. Prime Rose Hill Venture Pte. Ltd.
Chairman/ Member of the Committee of the Board of Directors of the Company	1. Corporate Social Responsibility Committee-Member 2. Stakeholders Relationship Committee-Member 3. Share Allotment Committee- Member 4. Investment & Finance Committee- Member	1. Nomination & Remuneration Committee-Member 2. Audit Committee-Member 3. Risk Management Committee-Member	1. Nomination & Remuneration Committee-Chairperson 2. Audit Committee-Member 3. Risk Management Committee-Member 4. Corporate Social Responsibility Committee-Member
Committees position held in other Companies	None	None	None