

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

Form No. MGT – 11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	
Registered Address	
Email Id.	
Folio No. / DP ID – Client ID	

I/We, being the member (s) of the above named company holding _____ shares of Rs. ___ each, hereby appoint

1) Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him/her

2) Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held at "The Executive Club Resort", 439, Kharak Road, Shahoorpur Extension, Sat Bari, New Delhi-110074 on Wednesday, September 25, 2019 at 9:00 AM or at any adjournment thereof in respect of such resolutions as are indicated below:

ITEM NO.	RESOLUTIONS ORDINARY BUSINESS	FOR	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.		

Signed this..... day of..... 2019

Affix
Revenue
Stamp

Signature of the Member

Signature of the Proxy Holder

NOTES:

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%), of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.