

Date: September 25, 2019

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Symbol: INDIAMART

BSE Limited

Listing Department,
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai - 400 001

Symbol: 542726

Subject: Proceedings of 20th Annual General Meeting (AGM) of the Company and voting results pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the following:

1. Brief Proceedings of 20th AGM of the Company as **Annexure-A**.
2. Voting results under Regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-B**. All the resolutions as stated in the Notice of AGM dated July 31, 2019 have been approved with requisite majority.
3. Scrutinizer's Report dated September 25, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as **Annexure-C**.
4. B S R & Co., LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) has been appointed as the Statutory Auditors of the Company from the conclusion of 20th Annual General Meeting till the conclusion of 25th Annual General Meeting. Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of SEBI Circular dated September 9, 2015 as **Annexure-D**.
5. Mr. Dhruv Prakash has been appointed as Director, liable to retire by rotation. Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of SEBI Circular dated September 9, 2015 as **Annexure-E**.
6. Mr. Dinesh Chandra Agarwal, Managing Directors and Chief Executive Officer of the Company has been re-appointed for a further term of five years w.e.f. January 08, 2020. Details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure

**IndiaMART InterMESH Ltd.**

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Requirements) Regulations, 2015 read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 as **Annexure-E**.

7. Mr. Brijesh Kumar Agrawal, Whole Time Director of the Company has been reappointed for a further term of five years w.e.f. January 08, 2020. Details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 as **Annexure-E**.

Kindly take the same on record.

Yours faithfully,

For Indiamart Intermesh Limited



Manoj Bhargava
(Manoj Bhargava)

**Sr. Vice President (Legal & Secretarial),
Company Secretary & Compliance Officer
Membership No: F5164**

Encl: As above

Annexure- A
Brief Proceedings of 20th Annual General Meeting

The 20th Annual General Meeting of the Members of the Indiamart Intermesh Limited was held on Wednesday, September 25, 2019 at 09.00 A.M. at the Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, New Delhi -110074 and concluded at 09:30 A.M.

Directors present:

S.No.	Name of the Directors	Designation
1.	Mr. Vivek Narayan Gour (Chairman of the meeting)	Independent Director and Chairman of Audit and Stakeholders Relationship Committee
2.	Mr. Dinesh Chandra Agarwal	Managing Director & Chief Executive Officer
3.	Mr. Brijesh Kumar Agrawal	Whole-Time Director
4.	Mr. Dhruv Prakash	Non-Executive Director and Member of Nomination and Remuneration Committee (Representing the Chairperson of Nomination and Remuneration Committee)

In attendance:

S.No.	Names of concern person	Designation
1.	Mr. Manoj Bhargava	Senior Vice President (Legal & Secretarial), Company Secretary and Compliance Officer
2.	Mr. Prateek Chandra	Chief Financial Officer
3.	Mr. Yogeshwar Dayal Mathur	Representative of S. R. Batliboi & Associates LLP, Statutory Auditors
4.	Mr. Rohit Parmar	Representative of Sanjay Grover & Associates, Secretarial Auditors
5.	Mr. Lalit Chaudhary	Proprietor, Lalit Chaudhary & Company (Scrutinizer)

Members present:

1. In Person – 91 representing 1,58,64,321 Equity Shares
2. By Proxy – 7 representing 9,46,984 Equity Shares

Mr. Manoj Bhargava, Senior Vice President (Legal & Secretarial) Company Secretary and Compliance Officer of the Company welcomed the members to the 20th Annual General Meeting of the Company. Thereafter, he introduced the dignitaries present on the dais.



As there was no designated Chairman of the Board, as per the statutory requirement, the Director(s) present proposed the appointment of Mr. Vivek Narayan Gour, Chairman of the Audit and Stakeholders Relationship Committee as the Chairman of the Meeting.

The Directors unanimously elected Mr. Vivek Narayan Gour as the Chairman of this meeting. He took the chair and presided over the meeting.

The Chairman addressed the members with reference to the financial performance of the Company for the financial year ended on March 31, 2019 and future outlook.

The following items of business, as per the Notice of AGM dated July 31, 2019, were transacted at the meeting and passed with requisite majority:

Item No.	Details of the Resolutions	Resolution
Ordinary Business		
1.	Receive, Consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2019 alongwith reports thereon.	Ordinary
2.	Appointment of a Director in place of Mr. Dhruv Prakash, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
3.	Appointment of Statutory Auditors of the Company and to fix their remuneration.	Ordinary
Special Business		
4.	Approval of payment of professional fees to Mr. Dhruv Prakash, Non-Executive Director.	Ordinary
5.	Re-appointment of Mr. Dinesh Chandra Agarwal as Managing Director and CEO of the Company.	Special
6.	Re-appointment of Mr. Brijesh Kumar Agrawal as Whole-Time Director of the Company.	Special
7.	Ratification of the Approval and Implementation of the Indiamart Employee Stock Benefit Scheme - 2018 through Trust Route.	Special
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.	Special
9.	Variation in the terms of Indiamart Employee Stock Benefit Scheme - 2018.	Special

Thereafter, the Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and read with Rule 20 of the Companies (Management and Administration) Rules, 2014 amended upto date and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended the

Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting period commenced on September 21, 2019 at 9.00 a.m. and ended on September 24, 2019 at 5.00 p.m.

He also informed the members that the Company has also made arrangements to vote on all resolutions set forth in the Notice of AGM through physical ballots for those members of the Company, present at the Meeting, who could not exercise their right to vote through remote e-voting. Further, the Company has appointed Mr. Lalit Chaudhary, Proprietor of M/s Lalit Chaudhary & Company, Company Secretaries (M.N. A 21095, C.P. 15889) as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.

Thereafter, the Chairman ordered for the poll. He announced that combined result of the Poll and E-voting 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', on the website of Link Intime India Private Limited and the Stock Exchanges (NSE & BSE).

The Chairman thanked the Members for attending and participating in the Meeting.

This is for your information and records.

Thanking you.

Yours faithfully,

For Indiamart Intermesh Limited


(Manoj Bhargava)

**Sr. Vice President (Legal & Secretarial),
Company Secretary & Compliance Officer
Membership No: F5164**

