



### 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:** +91-011-45608941/+91-9696969696

### NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Fourth (24<sup>th</sup>) Annual General Meeting ('AGM') of the member(s) of **IndiaMART InterMESH Limited** ('the Company') will be held on **Tuesday, June 13, 2023 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 businesses:

#### ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 20/- per equity share for the financial year ended March 31, 2023.
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.

#### SPECIAL BUSINESS:

4. To approve issue of bonus equity shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with relevant rules framed thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations issued by the SEBI and the Reserve Bank of India ("RBI") (including any statutory modification(s) or re-enactment thereof from time to time), the relevant provisions of the Articles of Association of the Company subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions

and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as "Board", which expression shall be deemed to include a duly authorised Committee of Directors), the consent of the members of the Company be and is hereby accorded to issue bonus equity shares, by capitalising a sum not exceeding ₹ 30,61,45,740/- (comprising of ₹ 16,00,000/- from and out of the Capital Redemption Reserves and balance of ₹ 304,545,740/- from Securities Premium Account of the Company) as per the Audited Financial Statements of the Company for the financial year ended March 31, 2023 for the issue and allotment of 3,06,14,574 bonus equity shares of ₹ 10/- (Rupees Ten) each credited as fully paid-up equity shares to the equity shareholders of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on record date i.e., Wednesday, June 21, 2023 ("Record Date"), in the proportion of 1 (one) new fully paid-up equity share of ₹ 10/- (Rupees Ten) each for every 1(one) existing fully paid-up equity share of ₹ 10/- (Rupees Ten) each as held by them on the record date.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, to make appropriate adjustments to the Employee Stock Options/SARs unit (unvested or vested but not exercised) granted to the employees of the Company under Indiamart Employee Stock Benefits Scheme – 2018 ('Scheme') as on record date, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto from time to time, (whether vested but not exercised or unvested) be adjusted in accordance with the provisions as contained in the Scheme, for giving effect to the issue of Bonus Shares.

**FURTHER RESOLVED THAT** the Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and carry the same rights as the existing fully paid Equity Shares of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and the shareholders of the Company who hold shares of the Company in dematerialized form as on record date, the Bonus Shares shall be credited to the respective demat accounts of the shareholders and the shareholders of the Company who hold shares of the Company in physical form as on record date, the share certificate(s) in respect of the bonus equity shares shall be dispatched within such time as prescribed by law and the relevant authorities.

**FURTHER RESOLVED THAT** the issue and allotment of the proposed bonus shares to the extent that they relate to Members who are Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/guidelines issued/amended by RBI or any other authority, from time to time, in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to employees and/ or officers of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution."

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

**Manoj Bhargava**

Group General Counsel,

Date: May 04, 2023 Company Secretary & Compliance Officer  
Place: Noida Membership No.- F 5164

#### NOTES:

1. In view of the relaxation granted by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 ('MCA Circulars') and SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('SEBI circular') (MCA Circular and SEBI Circular 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 24<sup>th</sup> AGM of the Company is being held through VC/OAVM facility. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating through VC/OAVM facility is mentioned in Note No. 21 of the notice. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
2. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act setting out the material facts and reasons, concerning the business under Item No. 4 of this Notice of AGM is annexed herewith. Further, 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.
3. Since the AGM is being convened through VC or OAVM in terms of the Circulars, 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.
4. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) intending to authorize 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 authorized signatory(s) to the Scrutinizer by email at [dpvassociatesoffice@gmail.com](mailto:dpvassociatesoffice@gmail.com) with a copy marked to the Company at [cs@indiamart.com](mailto:cs@indiamart.com). They can also upload the said documents by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
5. 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 / List of Beneficial owners of the Company will be entitled to vote at the AGM.
6. The recording of the AGM and transcript shall also be made available on the Company's website at [https://investor.indiamart.com/AGM\\_EGM.aspx](https://investor.indiamart.com/AGM_EGM.aspx) in the Investors

- Relation Section, as soon as possible after the conclusion of the AGM.
6. 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 e-mail 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.
  7. 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 Secretarial Auditors 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 and Sweat Equity) Regulations, 2021 or any other amendments for the time being in force and such other documents as referred in the Notice of the AGM and explanatory statement. Members seeking to inspect such documents can send an email to the Company at [cs@indiamart.com](mailto:cs@indiamart.com).
  8. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and in terms of Circulars, Company will send Annual Report along with notice of the AGM and other communications through electronic mode to those Members who have registered their e-mail address with the Depository Participants ('DPs') in case of shareholders holding shares in demat mode. Members who have not registered their email id's in their demat accounts are requested to update/register their e-mail address with their respective DPs.
  9. In compliance with the aforesaid Circulars, the Notice of the AGM and Annual Report for FY 2023 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 RTA or DPs. Members may note that this Notice of the AGM and Annual Report for FY 2023 will also be available on the Company's website at [https://investor.indiamart.com/Annual\\_Report.aspx](https://investor.indiamart.com/Annual_Report.aspx), 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).
  10. The Notice of AGM and Annual Report for FY 2023 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, May 12, 2023.
  11. 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.
  12. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members can contact the Company or Company's RTA - Link Intime India Pvt. Ltd., for any assistance in this regard. Further, SEBI vide its circular dated March 16, 2023, provided clarifications on the norms/procedural requirements for processing service requests of investors.
  13. Members are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to their respective DPs in case holding shares in demat mode in terms of Section 72 of the Act. The nomination form can be downloaded from the Company's website at <https://investor.indiamart.com/InvestorForms.aspx>. 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.
  14. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/ details are not available in the folio(s), RTA shall be constrained to freeze such folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the Company's website at <https://investor.indiamart.com/InvestorForms.aspx>.
  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 28, 2023 (₹ 20/- per equity share of face value ₹ 10/- each for FY 2023), if declared subject to the approval of the shareholders at the meeting, will be paid/dispatched within 30 days from the date of AGM to those member(s) or their mandates:

- a) whose names appear as Members / Beneficial Owners at the end of business hours on Thursday, May 11, 2023, in the Register of Members / list 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 Thursday, May 11, 2023.

Pursuant to the provisions of Finance Act, 2020, dividend income is taxable in the hands of the members w.e.f. April 01, 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to the members at rates prescribed in the Finance Act, 2020 and the amendments thereof. In order to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the Finance Act, 2020 with their DPs.

A resident individual shareholder holding a valid PAN and having total estimated tax liability as NIL can submit duly signed declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> on or before Wednesday, June 07, 2023. 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 resident shareholders (other than individual) holding a valid PAN and not subject to withholding under section 194, can submit duly signed declaration along with other documents as sought separately to avail benefit of non deduction of tax at source by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> on or before Wednesday, June 07, 2023.

For a Non-resident shareholder including Foreign Portfolio Investors, applicable withholding tax rate is either 20% (plus applicable surcharge and 4% cess) as per the Income Tax Act or the tax rate as specified in the tax treaty, subject to providing necessary documents i.e. no permanent establishment and beneficial ownership etc., declaration, tax residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the documents through Company's Portal

at <https://indiamart.com/submissionoftaxdocuments>. The aforesaid declarations and documents need to be submitted by the shareholders through Company's Portal on or before Wednesday, June 07, 2023

As per the NSDL Circular No. NSDL/CIR/II/03/2023 dated January 11, 2023, the Resident Non-Individual Members such as Insurance companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before Wednesday, June 07, 2023.

For further details and formats of declaration, please refer to FAQs on Taxation of Dividend Distribution available at Company's website at <https://investor.indiamart.com/CorporateActions.aspx>.

The dividend approved by the members will be paid as per the mandate registered with the Company/RTA 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 DP 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 dematerialized mode to receive dividend directly into their bank account on the payout date.

17. Members are requested to note that dividend if not encashed and 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 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as well as any relevant circulars and amendments thereto. 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 the weblink at [https://investor.indiamart.com/Unpaid\\_Unclaimed\\_Dividend.aspx](https://investor.indiamart.com/Unpaid_Unclaimed_Dividend.aspx) for details related to unclaimed dividend amount.

18. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ('Electronic Bank Mandate'), can

register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents to the Company at [cs@indiamart.com](mailto:cs@indiamart.com) or to the RTA at [delhi@linkintime.com](mailto:delhi@linkintime.com):

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
  - i. Name and Branch of Bank and Bank Account type;
  - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
  - iii. 11-digit IFSC Code.
- b. Self-attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
- c. Self-attested scanned copy of the PAN Card; and
- d. Self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member, as registered with the Company.

For the members holding shares in demat mode, please update your Electronic Bank Mandate through your DPs.

19. 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).
20. In compliance with the provisions of Section 108 of the Act read 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 the Circulars as issued by Ministry of Corporate Affairs, 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 as under:

## 21. 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, June 09, 2023 (09:00 a.m. IST) and ends on Monday, June 12, 2023 (05:00 p.m. IST). During this period, members holding shares in dematerialized form as on the cut-off date i.e., Tuesday, June 06, 2023, 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 of the AGM 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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
<p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>	
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Upon logging in, you will be able to see e-Voting option. 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> <li>Click on company name or e-Voting service provider i.e. 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 &amp; 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) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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

#### 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'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

#### 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).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- iv. 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 and join Meeting 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 clicking 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.
9. 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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

#### General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to at [dpvassociatesoffice@gmail.com](mailto:dpvassociatesoffice@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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 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. 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any queries, you may refer the FAQs for Members and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means.

Process for those Members 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 shareholder holding securities in demat mode, you are requested to refer to the login method explained above.



**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 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. 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 MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.
2. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company's name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
3. Please note that the 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 to avoid last minute rush.
4. 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.

5. 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.
6. 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.

**OTHER INSTRUCTIONS:**

1. The Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500) as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 24<sup>th</sup> AGM in a fair and transparent manner.
2. The Scrutinizer 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 Scrutinizer's report of the total votes casted in favor or against, if any, to the Chairman of the meeting 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://investor.indiamart.com/AGM\\_EGM.aspx](https://investor.indiamart.com/AGM_EGM.aspx) 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 of the meeting 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.
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, June 13, 2023.

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

**Manoj Bhargava**

Group General Counsel,

Date: May 04, 2023 Company Secretary & Compliance Officer  
Place: Noida

Membership No.- F 5164

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

### Item No. 4

In appreciation to the continuing support from the members of the Company and in view of the fact that the Company has accumulated sufficient amount outstanding in its Capital Redemption Reserve and Securities Premium Reserve and which it wishes to capitalize, the Board of Directors of the Company, at its meeting held on April 28, 2023, subject to approval of the shareholders of the Company and any other statutory and regulatory approvals as applicable, approved and recommended bonus issue of equity shares in the proportion of One (1) equity share of ₹ 10 (Rupees Ten) each fully paid-up for every One (1) existing equity share of ₹ 10 (Rupees Ten) each fully paid-up of the Company held by the shareholders as on the Record Date by capitalising a sum not exceeding ₹ 30,61,45,740 (comprising of ₹ 16,00,000/- from and out of the Capital Redemption Reserves and balance of ₹ 304,545,740/- from Securities Premium Account of the Company) as per the Audited Financial Statements of the Company for the financial year ended March 31, 2023. Further, the Board of Directors has approved the record date for the purpose of determination of the shareholders who shall be entitled to Bonus Shares, as Wednesday, June 21, 2023, vide its resolution dated May 04, 2023.

Presently, the Authorised Share Capital of the Company is ₹ 99,44,25,584/- consisting of 9,94,42,460 Equity Shares having face value ₹ 10/- each and 3 (Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328/- each and the Paid up Share Capital of the Company is ₹ 30,61,45,740 divided into 30,614,574 Equity Shares of ₹ 10 each.

Post approval of the shareholders for the bonus issue, the paid-up equity share capital of the Company would increase to ₹ 612,291,480/- consisting of 61,229,148 equity shares of face value of ₹ 10/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines and regulations issued by SEBI and subject to such approvals, if required, from the statutory authorities.

The Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and carry the same rights as the existing fully paid Equity Shares of the Company.

The bonus issue of equity shares would, *inter-alia*, require appropriate adjustments to the Employee Stock Options/SARs unit values (unvested or vested but not exercised) granted to the employees of the Company under Indiamart Employee Stock Benefits Scheme – 2018 ('Scheme') as on record date i.e., Wednesday, June 21, 2023, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto from time to time, (whether vested but not exercised or unvested) be adjusted in accordance with the provisions as contained in the Scheme, for giving effect to the issue of Bonus Shares.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the proposed item no. 4, except to the extent of their shareholding in the Company.

The Board recommends the resolution set out in item No. 4 for approval by the shareholders by way of an **Ordinary Resolution**.

## ANNEXURE A

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 Director proposed to be re-appointed:

<b>Name of the Director</b>	Mr. Dhruv Prakash															
<b>Date of Birth &amp; Age</b>	November 13, 1951 71 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>	a) Sitting Fee paid as director for attending the Meetings of Board and Committees. b) Payment of professional fee for rendering management consultancy and leadership development services.															
<b>Last Remuneration drawn (Per Annum)</b>	He received ₹ 13.60 Lakhs as sitting fee and ₹ 22.50 Lakhs for rendering management consultancy and leadership development services during FY 2022-23.															
<b>Experience &amp; Expertise</b>	He has 44 years of Industry experience and currently he is engaged in his independent professional practice for rendering management consultancy and leadership development services including coaching of senior management for various companies viz. Space Matrix Design Consultants and Blink Design Group (Singapore).  He has vast experience in the field of management consulting, finance, manufacturing and chemicals, having worked with Korn/Ferry International Private Limited, Helion Ventures Private Limited, Hewitt Associates (India) Private Limited, Amar Dye-Chem Limited, DCM Toyota Limited, Hindustan Reprographics Limited, Escorts Limited, Reliance Industries, Gulf Oil, Make My Trip, Helion Advisors and Jungle Ventures (Singapore).															
<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 01, 2016.															
<b>No. of equity shares held in the Company* (including shareholding as beneficial owner)</b>	13,760 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 2023</b>	Five (5)															
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards*</b>	<b>Directorship in the following Companies:</b> a) SBI Mutual Fund Trustee Company Private Limited b) Bharat Hotels Limited  <b>Committee Positions in the following Companies:</b>															
	<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>Chairperson</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="2">SBI Mutual Fund Trustee Company Private Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management 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	Chairperson	Nomination and Remuneration Committee	Chairperson	SBI Mutual Fund Trustee Company Private Limited	Audit Committee	Member	Risk Management Committee	Member
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	Nomination and Remuneration Committee	Chairperson														
SBI Mutual Fund Trustee Company Private Limited	Audit Committee	Member														
	Risk Management Committee	Member														
<b>Listed entities from which the Director has resigned in the past three years</b>	Fostiima Integrated Learning Resources Private Limited															

\*As on April 01, 2023