

**NOTICE OF THE 20TH ANNUAL GENERAL MEETING
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

NOTICE is hereby given that the 20th Annual General Meeting ("AGM") of the members of **IndiaMART InterMESH Limited** (hereinafter referred as "the Company") will be held on Wednesday, September 25, 2019 at The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, New Delhi -110074 at 9:00 A.M. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Dhruv Prakash (DIN: 05124958) who retires by rotation and being eligible, offers himself for re-appointment.

- To appoint and if thought fit to pass, with or without modifications, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company, in place of the outgoing Statutory Auditors i.e. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No: 101049W), for a term of 5 (Five) consecutive years, i.e. to hold office from the conclusion of the 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company, at such professional fees and re-imbursalment of out of pocket expenses, if any, in each financial year, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and the Statutory Auditors of the Company."

SPECIAL BUSINESS:

- Approval of payment of professional fees to Mr. Dhruv Prakash, Non-Executive Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the Members of the Company be and is hereby accorded for payment of fees, for availing professional services, to Mr. Dhruv Prakash (DIN: 05124958), Non-Executive Director of the Company, over and above the remuneration and the sitting fees to which he is entitled as a Director, from the financial year 2019-20 onwards till the time he acts as a Director of the Company.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to determine the payment of such fees or any other form of compensation, if any, to Mr. Dhruv Prakash (DIN: 05124958), Non-Executive Director on such terms and conditions, including, but not

limited to the existing Service Agreement dated December 10, 2016, for providing professional services to the Company during his tenure as Director."

- Re-appointment of Mr. Dinesh Chandra Agarwal as Managing Director and Chief Executive Officer of the Company w.e.f. January 08, 2020**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the re-appointment of Mr. Dinesh Chandra Agarwal (DIN: 00191800), as Managing Director and Chief Executive Officer of the Company for a period of 5 (five) consecutive years as per the following terms:

- Term of Appointment:** With effect from January 08, 2020 till January 07, 2025.

- Total Compensation:** Rs. 4,89,03,755/- (Rupees Four Crore Eighty Nine Lakh Three Thousand Seven Hundred and Fifty Five Only), for the financial year 2019-20 which may vary by the change in PLVC as may be decided by the Board. The Total Compensation payable to him is divided into the following heads:

- Fixed Compensation:** Rs. 2,83,42,255/- (Rupees Two Crore Eighty Three Lakh Forty Two Thousand Two Hundred and Fifty Five Only) per annum which includes:

(i) Basic Salary: 50% of Fixed Compensation

(ii) Allowances: Costs of allowances includes:

House Rent Allowance: 20% of the Fixed Compensation

Executive Allowance: 20% of the Fixed Compensation

Travelling Allowance: 10% of the Fixed Compensation

- Performance Linked Variable Compensation (PLVC):** Rs. 1,95,61,500/- (Rupees One Crore Ninety Five Lakh Sixty One Thousand Five Hundred Only) per annum.

The "PLVC" amount shall be measured and decided by the Board within the parameters and on the basis of his Annual Balance Score Card (BSC) upto 150 per cent of the PLVC mentioned above.

- Flexible Compensation:** In addition to the Fixed Compensation and PLVC, he shall be entitled to the following perquisites, benefits, facilities and amenities as per rules of the Company upto Rs. 10,00,000/- (Rupees Ten Lakh Only) per annum, in case it exceeds Rs. 10,00,000/- (Rupees Ten Lakhs Only), such excess will be reduced from the fixed compensation:

Perquisites/ Benefits/Facilities and Amenities:

Mr. Dinesh Chandra Agarwal shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company) such as the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof; medical reimbursement, leave travel concession, education benefits, provident fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with Company Policies.

"Fixed Compensation" and "PLVC" and Flexible Compensation will be subject to revision by the Board annually.

The amount forming a part of Fixed and Flexible compensation payable to Mr. Dinesh Chandra Agarwal may be inter changed, in whole or in part, within the overall limits of such compensations as approved above.

- 3. Commission:** In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment/ modification in the Rules, Act and/or applicable laws in this regard) may also be paid to him.

RESOLVED FURTHER THAT consent is also accorded for an annual increment of upto 20% in every financial year over his last drawn remuneration during the period of 5 years of his tenure as stated above.

FURTHER RESOLVED THAT the Board (including any Committee thereof), be and is hereby authorized to alter/ vary the amount of Compensation including the type and amount of perquisites, bonus and other benefits payable from time to time, in such manner as may be agreed between the Company and Mr. Dinesh Chandra Agarwal, within the total compensation and overall limits thereof as approved by the Members and to the extent the Board may consider appropriate and to do all such acts, deeds, matters and things including execution of a contract or written memorandum with the Mr. Dinesh Chandra Agarwal, Managing Director & CEO of the Company."

6. Re-appointment of Mr. Brijesh Kumar Agrawal as Whole-Time Director of the Company w.e.f. January 08, 2020

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the re-appointment of Mr. Brijesh Kumar Agrawal (DIN: 00191760), as Whole-Time Director of the Company for a period of 5 (five) consecutive years as per the following terms

- 1. Term of Appointment:** The term of Appointment of Mr. Brijesh Kumar Agrawal as Whole-Time Director shall be

for a period of 5 years i.e. with effect from January 08, 2020 till January 07, 2025. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his re-appointment on retirement by rotation will not break his length of service as Whole-Time Director.

- 2. Total Compensation:** Rs. 3,57,21,005/- (Rupees Three Crore Fifty Seven Lakh Twenty One Thousand and Five Only), for the financial year 2019-20 which may vary by the change in PLVC as may be decided by the Board. The Total Compensation payable to him is divided into the following heads:

- a) Fixed Compensation:** Rs. 2,04,32,605/- (Rupees Two Crore Four Lakh Thirty Two Thousand Six Hundred and Five Only) per annum which includes:

- (i) Basic Salary: 50% of Fixed Compensation
 (ii) Allowances: Costs of allowances includes:
 House Rent Allowance: 20% of the Fixed Compensation
 Executive Allowance: 20% of the Fixed Compensation
 Travelling Allowance: 10% of the Fixed Compensation

- b) Performance Linked Variable Compensation (PLVC):** Rs. 1,42,88,400 /- (Rupees One Crore Forty Two Lakh Eighty Eight Thousand Four Hundred Only) per annum.

The "PLVC" amount shall be measured and decided by the Board within the parameters and on the basis of his Annual Balance Score Card (BSC) upto 150 per cent of the PLVC mentioned above.

- c) Flexible Compensation:** In addition to the Fixed Compensation and PLVC, he shall be entitled to the following perquisites, benefits, facilities and amenities as per rules of the Company upto Rs. 10,00,000/- (Rupees Ten Lakh Only) per annum, in case it exceeds Rs. 10,00,000/- (Rupees Ten Lakhs Only), such excess will be reduced from the fixed compensation:

Perquisites/ Benefits/Facilities and Amenities:

Mr. Brijesh Kumar Agrawal shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company) such as the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof; medical reimbursement, leave travel concession, education benefits, provident fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with Company Policies.

"Fixed Compensation" and "PLVC" and Flexible Compensation will be subject to revision by the Board annually.

The amount forming a part of Fixed and Flexible compensation payable to Mr. Brijesh Kumar Agrawal may be inter changed, in whole or in part, within the overall limits of such compensations as approved above.

- 3. Commission:** In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard) may also be paid to him.

RESOLVED FURTHER THAT consent is also accorded for an annual increment of upto 20% in every financial year over his last drawn remuneration during the period of 5 years of his tenure as stated above.

FURTHER RESOLVED THAT the Board (including any Committee thereof), be and is hereby authorized to alter/vary the amount of Compensation including the type and amount of perquisites, bonus and other benefits payable from time to time, in such manner as may be agreed between the Company and Mr. Brijesh Kumar Agrawal, within the total compensation and overall limits thereof as approved by the Members and to the extent the Board may consider appropriate and to do all such acts, deeds, matters and things including execution of a contract or written memorandum with Mr. Brijesh Kumar Agrawal, Whole-Time Director of the Company."

7. Ratification of the Approval and Implementation of the Indiamart Employee Stock Benefit Scheme – 2018 through Trust Route

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in furtherance of shareholders' resolutions dated May 07, 2018 and June 11, 2018, in accordance with the provisions contained in Regulation 12 and other relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, other applicable provisions, if any, including any statutory amendment thereto or re-enactment thereof, the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/institutions, the members of the Company hereby ratify Indiamart Employee Stock Benefit Scheme – 2018 (hereinafter referred to as "the Scheme") to be implemented through Trust Route and authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue and allot under the Scheme 45,492 (Forty Five Thousand Four Hundred Ninety Two Only) Employee Stock Options, exercisable into equivalent number of Equity Shares of Rs. 10/- each and 14,00,000 (Fourteen Lakh Only) Stock Appreciation Rights (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), exercisable into 7,00,000 (Seven Lakh Only) Equity Shares of Rs. 10/- each aggregating to 7,45,492 (Seven Lakh Forty Five Thousand Four Hundred Ninety Two Only) of Equity Shares of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time) to or for the benefit of persons who are permanent

employees, whether working in India or outside India and Directors whether a Whole-Time Director or not (other than Promoters of the Company, Independent Directors and other Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), of the company and such other employees as may be permitted under the applicable laws (hereafter collectively referred as "Eligible Employees"), on such terms and conditions as contained in the scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Scheme and Explanatory Statement and as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the scheme.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted under the scheme shall rank pari-passu with the existing Equity Shares of the Company for all purposes.

FURTHER RESOLVED THAT the Board (including any Committee thereof), be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall confirm to the accounting and other policies prescribed, from time to time, under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

FURTHER RESOLVED THAT the Board (including any Committee thereof), be and is hereby authorized to appoint Advisors, Consultants or Representatives, for effective implementation and administration of the scheme and to modify, change, vary, alter, amend, suspend or terminate the Scheme not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to the resolution."

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

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in furtherance of shareholders' resolutions dated May 07, 2018 and June 11, 2018, in accordance with the provisions contained in Regulation 12 and other relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and other applicable provisions, if any, including any statutory amendment thereto or re-enactment thereof, the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/institutions, the members of the Company hereby ratify the Grant of Employee Stock Option (ESOP) and Stock Appreciation Right

(SAR) Units to the employees of present and future subsidiary company(ies) of the Company, under Indiamart Employee Stock Benefit Scheme – 2018 (hereinafter referred to as “the Scheme”) and authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of the Indiamart Employee Stock Benefit Scheme – 2018 (“the scheme”), including the issuance of Employee Stock Options and/or SAR Units and/or shares there under, to or for the benefit of permanent employees whether working in India or outside India and Directors whether a Whole-Time Director or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the present and future subsidiary company(ies) of the Company, and such other employees as may be permitted under the applicable laws (hereafter collectively referred as “Identified Employees”) and as may be approved by the Board, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted under the scheme shall rank pari-passu with the existing Equity Shares of the Company for all purposes.

FURTHER RESOLVED THAT the Board (including any Committee thereof), subject to compliance with the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.”

9. Variation in the terms of Indiamart Employee Stock Benefit Scheme – 2018

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions contained in Section 62(1)(b) of the Companies Act, 2013 (“Act”) and rules framed there under, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,

2014 and other applicable provisions, if any, including any statutory amendment thereto or re-enactment thereof, the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such other rules, regulations and guidelines as may be applicable from time to time including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”), and subject to such approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/institutions, the consent of the members of be and is hereby accorded for variation in the terms and conditions of the Indiamart Employee Stock Benefit Scheme – 2018 (“Scheme”), with respect to the calculation of the Appreciation of SAR unit, to reduce the risk of uncertainty in the appreciation on SAR units to be received by the Employee, whereby the Appreciation will now be calculated as the difference between the Vesting Date Price and the SAR price instead of earlier provision of calculation of Appreciation as the difference between the Exercise Date Price and the SAR Price.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution.”

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 31, 2019

Place: Noida

CIN: U74899DL1999PLC101534

Registered Office: 1st Floor, 29-
Daryaganj, Netaji Subhash Marg,

New Delhi- 110002, India

Phone no. 011-30272100

Website: www.indiamart.com

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with respect to the business set out under Item Nos. 3 to 9 of the Notice, is annexed hereto and forms part of the notice.
2. The relevant details, as required under Secretarial Standard-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors at the Annual General Meeting ('AGM') are furnished herewith and forms part of the Notice.

3. A MEMBER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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.

The instrument appointing proxies, in order to be effective, should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is annexed to this Notice.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members/Proxies should bring the Attendance Slip sent herewith, duly filled in and signed, for attending the meeting.
6. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership /chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in **Annexure 1**.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Registered Office and Corporate Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the conclusion of this AGM and also at the AGM.
8. 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 can submit their PAN to the RTA 'Link Intime India Private Limited' (LIPL).

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, LIPL for assistance in this regard.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to LIPL, for consolidation into a single folio.
11. To support the 'Green Initiative', the Members are requested to register/update their e-mail id's, contact details and addresses with the RTA LIPL/Depositories for receiving all communications including Annual Report, Notices, Circulars, etc., from the Company electronically.
12. The Notice of the 20th AGM, along with the Annual Report 2018-19, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. Members may also note that the Notice of 20th AGM and the Annual Report 2018-19 will be available on Company's website: www.indiamart.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who have any queries may write to us at cs@indiamart.com.
14. The Auditors Report pursuant to Section 145 of the Companies Act, 2013, Register of Directors & Key Managerial Personnel and their Shareholdings pursuant to Section 170, Register of Contracts or Arrangements in which Directors are interested pursuant to Section 189 and the Register of Proxies, will be available for inspection by the members at the AGM.
15. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is September 18, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
16. 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.
17. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.

18. Route Map showing directions to reach the venue of 20th AGM is given at the end of this Notice.

19. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LIPL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 21, 2019 at 09.00 A.M and ends on September 24, 2019 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 18, 2019 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website of Link Intime India Private Limited (LIPL)
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a) **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b) **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c) Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No+ Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alphanumeric PAN issued by Income Tax Department applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last 4 digit) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4- c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically:

- 1) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- 2) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- 3) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- 4) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- 5) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- 6) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/ Mutual Fund/ Corporate Body'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian I Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or call us:- Tel : 022-4918600.
20. The Company has appointed Mr. Lalit Chaudhary, Practicing Company Secretary (Membership No. ACS 21095 & C.P. No. 15889) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

21. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of 'Ballot Paper' for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
22. 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 in the presence of at least two witnesses not in the employment of the Company 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.
23. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [https:// corporate.indiamart.com/](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 31, 2019
Place: Noida

CIN: U74899DL1999PLC101534

Registered Office: 1st Floor, 29-
Daryaganj, Netaji Subhash Marg,
New Delhi- 110002, India
Phone no. 011-30272100
Website: www.indiamart.com

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 3**

The following disclosure is made further to the requirement of sub-regulation (5) of Regulation 36 of the SEBI (LODR), 2015 read with Section 102 of Companies Act, 2013:

S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No: 101049W), were appointed as the Statutory Auditors of the Company at the 15th Annual General Meeting (AGM) of the Company held on September 05, 2014 for a second term of five years to hold the office till the conclusion of this AGM, having completed their term as prescribed under Section 139 of the Companies Act, 2013.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on July 31, 2019, proposed the appointment of B S R & Co. LLP Chartered Accountants, (Firm Registration No: 101248W/W-100022) (one among the big four audit firms) as the Statutory Audits of the company for a term of 5 consecutive years, to hold the office from the conclusion of this 20th AGM till the conclusion of the 25th AGM.

B S R & Co. LLP Chartered Accountants, (Firm Registration No: 101248W/W-100022) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board of Directors of the Company, based on the fee proposal received and on the recommendation of the Audit Committee, has proposed a professional fee of Rs. 47,00,000/- plus applicable taxes and reimbursement of out of pocket Expenses at the actuals, if any, to B S R & Co., LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) for the Financial Year 2019-20, towards carrying out the Statutory Audit of the Company. The Board may revise the fee payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company.

The Company had paid a professional fee of Rs. 41,10,363/- to the outgoing Statutory Auditors i.e. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No: 101049W) for the financial year 2018-19. In the opinion of the Audit Committee and the Board of Directors of the Company, the fees payable to S.R. Batliboi & Associates LLP, Chartered Accountants, is based on the fee proposal received at the time of selection of the Statutory Auditors by the Audit Committee.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution set out as Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the Members.

Item No. 4

Mr. Dhruv Prakash (DIN: 05124958) is associated with the Company in the Capacity of Non-Executive Director since 2011. He holds a Master's degree in science (Chemistry) from Meerut University and a Post Graduate Diploma in Business Management from Indian Institute of Management, Ahmedabad. He has experience in the field of management consulting, finance, manufacturing and chemicals. He has previously worked at Korn/Ferry International Private Limited, Helion Ventures Private Limited, Hewitt Associates (India) Private Limited, Amar Dye-Chem Limited, DCM Toyota Limited, Hindustan Reprint Limited and Escorts Limited.

He is presently engaged in independent professional practice for rendering management consultancy, leadership development services including coaching of senior management, etc. for various companies. He had been rendering such services to various companies including Space Matrix Design Consultants, Ashok Leyland Ltd., Reliance Industries, Gulf Oil, Make My Trip, Helion Advisors, Jungle Ventures (Singapore), Blink Design Group (Singapore) etc. He is also rendering similar services to Senior Management Personnel of the Company in his professional capacity.

The Company had entered into a Service Agreement with Mr. Dhruv Prakash on December 01, 2011 for a tenure of 5 years which was further renewed on December 10, 2016 for a tenure of 3 years, for availing professional services including but not limited to a) Executive Coaching; b) Assessment and development of Senior Management; c) Advice on Business Strategy and Management, wherein it was agreed to pay Rs. 1,00,000/- (Rupees One Lakh Only) to him towards each day of coaching and Rs. 12,500/- per hour for any other consultancy services. During the current financial year 2019-20 (till June 30, 2019) the Company has paid Rs. 6,00,000/- (Rupees Six lakh Only) towards the aforesaid services.

Post listing of the Company on the Stock Exchanges on July 04, 2019, the SEBI (Listing Obligations & Disclosure Requirements)

Regulations, 2015 have become applicable to the Company therefore the approval of members is sought pursuant to Regulation 17(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for payment of professional fees to Mr. Dhruv Prakash from the Financial Year 2019-20 onwards on such terms and conditions as may be determined by the Board from time to time, including the existing Service Agreement, till the time he acts as a Director of the Company.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel, except Mr. Dhruv Prakash and his relatives, are in anyway concerned or interested in the resolution set out as Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the notice for approval by the Members.

Item No. 5

The members of the Company had appointed Mr. Dinesh Chandra Agarwal as the Managing Director of the Company for a period of 5 (five) consecutive years with effect from January 8, 2015 and the present term of his appointment would lapse on January 07, 2020.

The Board of Directors ('the Board'), on July 31, 2019, re-designated Mr. Dinesh Chandra Agarwal as the Chief Executive Officer and Managing Director of the Company.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Dinesh Chandra Agarwal as the Managing Director & Chief Executive Officer post completion of his present term, for a further period of 5 (five) consecutive years.

Mr. Dinesh Chandra Agarwal is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as Managing Director & CEO of the Company. Mr. Dinesh Chandra Agarwal satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment and remuneration to Mr. Dinesh Chandra Agarwal are mentioned below:

A. REMUNERATION (Effective from January 08, 2020 to January 07, 2025)

1. **Total Compensation:** Rs. 4,89,03,755/- (Rupees Four Crore Eighty Nine Lakh Three Thousand Seven Hundred and Fifty Five Only), for the financial year 2019-20 which may vary by the change in PLVC as may be decided by the Board. The Total Compensation payable to him is divided into the following heads:

- a) **Fixed Compensation:** Rs. 2,83,42,255/- (Rupees Two Crore Eighty Three Lakh Forty Two Thousand Two Hundred and Fifty Five Only) per annum which includes:

- i. Basic Salary: 50% of Fixed Compensation
- ii. Allowances: Costs of allowances includes:
 - House Rent Allowance: 20% of the Fixed Compensation
 - Executive Allowance: 20% of the Fixed Compensation
 - Travelling Allowance: 10% of the Fixed Compensation

- b) Performance Linked Variable Compensation (PLVC):** Rs. 1,95,61,500/- (Rupees One Crore Ninety Five Lakh Sixty One Thousand Five Hundred Only) per annum.

The "PLVC" amount shall be measured and decided by the Board within the parameters and on the basis of his Annual Balance Score Card (BSC) upto 150 per cent of the PLVC mentioned above.

- c) Flexible Compensation:** In addition to the Fixed Compensation and PLVC, he shall be entitled to the following perquisites, benefits, facilities and amenities as per rules of the Company upto Rs. 10,00,000/- (Rupees Ten Lakh Only) per annum, in case it exceeds Rs. 10,00,000/- (Rupees Ten Lakhs Only), such excess will be reduced from the fixed compensation:

Perquisites/ Benefits/Facilities and Amenities:

Mr. Dinesh Chandra Agarwal shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company) such as the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof; medical reimbursement, leave travel concession, education benefits, provident fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with Company Policies.

"Fixed Compensation" and "PLVC" and Flexible Compensation will be subject to revision by the Board annually.

The amount forming a part of Fixed and Flexible compensation payable to Mr. Dinesh Chandra Agarwal may be inter changed, in whole or in part, within the overall limits of such compensations as approved above.

- 2. Commission:** In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) may also be paid to him.
- 3. Annual Increments:** Annual Increment shall not exceed 20% of his last drawn remuneration during the period of 5 years of his tenure as stated above.

B. MINIMUM REMUNERATION:

At present the Company achieves adequate profits in terms of Section 198 of Companies Act, 2013 (the Act), i.e. The total managerial remuneration payable by a public company, to its directors, including managing director, whole time director and its manager in respect of any financial year shall not exceed eleven percent of the net profit of that Company for that financial year computed in the manner laid down in Section 198 of the Act except that the remuneration of the Directors shall not be deducted from the gross profits.

Provided that the Company in general meeting may authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V of the Act.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Dinesh Chandra Agarwal, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites and other allowances as specified above, subject to further approvals if required under Schedule V of the Act, or any medication(s) thereto.

The brief profile, nature of his experience and expertise, is given in Annexure-I to this notice, as per Secretarial Standard on General Meeting (SS-2) and SEBI LODR Regulations are forming part of Explanatory Statement.

In accordance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V of the said Act, the proposed re-appointment and the terms of remuneration to Mr. Dinesh Chandra Agarwal requires approval of members by way of Special Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel, except Mr. Dinesh Chandra Agarwal and his relatives including Mr. Brijesh Kumar Agrawal, are in anyway concerned or interested in the resolution set out as Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the notice for approval by the Members.

Item No. 6

The members of the Company had appointed Mr. Brijesh Kumar Agrawal as the Whole Time Director of the Company for a period of 5 (five) consecutive years with effect from January 8, 2015 and the present term of his appointment would lapse on January 07, 2020.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Brijesh Kumar Agrawal as the Whole Time Director of the Company, post completion of his present term, for a further period of 5 (five) consecutive years i.e. with effect from January 08, 2020 till January 07, 2025. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his re-appointment on retirement by rotation will not break his length of service as Whole-Time Director.

Mr. Brijesh Kumar Agrawal is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as Whole-Time Director of the Company. Mr. Brijesh Kumar Agrawal satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment and remuneration to Mr. Brijesh Kumar Agrawal are mentioned below:

A. REMUNERATION (Effective from January 08, 2020 to January 07, 2025)

- 1. Total Compensation:** Rs. 3,57,21,005/- (Rupees Three Crore Fifty Seven Lakh Twenty One Thousand and Five

Only), for the financial year 2019-20 which may vary by the change in PLVC as may be decided by the Board. The Total Compensation payable to him is divided into the following heads:

a) Fixed Compensation: Rs. 2,04,32,605/- (Rupees Two Crore Four Lakh Thirty Two Thousand Six Hundred and Five Only) per annum which includes:

- ii. Basic Salary: 50% of Fixed Compensation
- ii. Allowances: Costs of allowances includes:
 - House Rent Allowance: 20% of the Fixed Compensation
 - Executive Allowance: 20% of the Fixed Compensation
 - Travelling Allowance: 10% of the Fixed Compensation

b) Performance Linked Variable Compensation (PLVC): Rs. 1,42,88,400 /- (Rupees One Crore Forty Two Lakh Eighty Eight Thousand Four Hundred Only) per annum.

The "PLVC" amount shall be measured and decided by the Board within the parameters and on the basis of his Annual Balance Score Card (BSC) upto 150 per cent of the PLVC mentioned above.

c) Flexible Compensation: In addition to the Fixed Compensation and PLVC, he shall be entitled to the following perquisites, benefits, facilities and amenities as per rules of the Company upto Rs. 10,00,000/- (Rupees Ten Lakh Only) per annum, in case it exceeds Rs. 10,00,000/- (Rupees Ten Lakhs Only), such excess will be reduced from the fixed compensation:

Perquisites/ Benefits/Facilities and Amenities:

Mr. Brijesh Kumar Agrawal shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company) such as the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof; medical reimbursement, leave travel concession, education benefits, provident fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with Company Policies.

"Fixed Compensation" and "PLVC" and Flexible Compensation will be subject to revision by the Board annually.

The amount forming a part of Fixed and Flexible compensation payable to Mr. Dinesh Chandra Agarwal may be inter changed, in whole or in part, within the overall limits of such compensations as approved above.

2. Commission: In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the

Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) may also be paid to him.

3. Annual Increments: Annual Increment shall not exceed 20% of his last drawn remuneration during the period of 5 years of his tenure as stated above.

B. MINIMUM REMUNERATION:

At present the Company achieves adequate profits in terms of Section 198 of Companies Act, 2013 (the Act), i.e. The total managerial remuneration payable by a public company, to its directors, including managing director, whole time director and its manager in respect of any financial year shall not exceed eleven percent of the net profit of that Company for that financial year computed in the manner laid down in Section 198 of the Act except that the remuneration of the Directors shall not be deducted from the gross profits.

Provided that the Company in general meeting may authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V of the Act.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Brijesh Kumar Agrawal, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites and other allowances as specified above, subject to further approvals if required under Schedule V of the Act, or any medication(s) thereto.

The brief profile, nature of his experience and expertise, is given in Annexure-1 to this notice, as per Secretarial Standard on General Meeting (SS-2) and SEBI LODR Regulations are forming part of Explanatory Statement.

In accordance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V of the said Act, the proposed re-appointment and the terms of remuneration to Mr. Brijesh Kumar Agrawal requires approval of members by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel, except Mr. Brijesh Kumar Agrawal and his relatives including Mr. Dinesh Chandra Agarwal, are in anyway concerned or interested in the resolution set out as Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the notice for approval by the Members.

Item No. 7, 8 & 9

Pursuant to the Shareholders' resolution dated May 07, 2018, and June 11, 2019 the Company had established the Indiamart Employee Stock Benefit Scheme – 2018 (hereinafter referred to as "**the Scheme**") to grant Employee Stock Options ("Options") and Stock Appreciation Rights ("SAR's") to the permanent employees of the company and to the employees of its present and future subsidiaries identified as eligible employees.

The aggregate number of Employee Stock Options ("**Options**") and Stock Appreciation Rights ("**SAR's**") that can be granted

under the Scheme is 45,492 (Forty Five Thousand Four Hundred Ninety Two Only) and 14,00,000 (Fourteen Lakh Only), exercisable into 45,492 (Forty Five Thousand Four Hundred Ninety Two Only) Equity Shares of Rs. 10/- each and 7,00,000 (Seven Lakh Only) Equity Shares of Rs. 10/- each, respectively.

Details of grants, exercise and lapsing of Options and SAR's as at July 31, 2019 on a cumulative basis are as follows:

Particulars	Options	SAR's
Number of Units Granted	Nil	8,00,740
Units lapsed/expired	Nil	41,540
Units Exercised	Nil	Nil
Units Outstanding	Nil	7,59,200

Reason for Ratification under Item 7 & 8:

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations"), **no company shall make any fresh grant** which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its Equity Shares ("Pre-IPO Scheme") unless:

- (i) **such Pre-IPO Scheme is in conformity with the SEBI (ESBS) Regulations; and**
- (ii) **such Pre-IPO Scheme is ratified by its Shareholders subsequent to the IPO. Further, as per proviso to Regulation 12(1) of the SEBI (ESBS) Regulations, the ratification under clause (ii) may be done any time prior to grant of new options under such Pre-IPO Scheme.**

Since the Scheme is in confirmation with the SEBI (ESBS) Regulations, ratification in terms of Regulation 12(1) of the said regulations is sought from the shareholders before issuance of a any further grants.

The salient features of the ESOP Scheme of the Company are given in the table herein below:

1. Brief description of the Scheme:

The Scheme shall be called as Indiamart Employee Stock Benefit Scheme – 2018 and shall extend its benefits to such persons who are in the permanent employment of the Company whether working in India or outside India; Directors of the Company, whether a Whole-time Director or not but not an Independent Director; whether working in India or outside India; and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, ("**Eligible Employees**").

The Company proposes to implement the scheme through Trust Route for extending benefits to the Grantees wherein the Trust will distribute:

In case of Options- Equity Shares of the Company upon valid exercise of Options, and in case of SAR- the appreciation in the form of Equity Shares.

2. The total number of options and SARs, as the case may be, to be granted;

The maximum number of Options and SAR Units that are available in pool and may be granted under this Scheme is 45,492 (Forty Five Thousand Four Hundred and Ninety Two

Only) and 14,00,000 (Fourteen Lakh Only) respectively. The Committee reserves the right to increase or reduce such number of Options / SAR units as it deems fit, in accordance with the Applicable Laws.

The maximum number of Equity Shares that may be issued and allotted pursuant to the exercise of options shall not be more than 45,492 (Forty Five Thousand Four Hundred and Ninety Two Only) Equity Shares of Face Value of Rs. 10/- each and pursuant to the exercise of SAR to the Grantees under this scheme shall not be more than 7,00,000 (Seven Lakh Only) Equity Shares of Face Value of Rs. 10/- each.

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);

- a permanent Employee of the Company who has been working in India or outside India; or
- a director of the Company, whether a whole time director or not but excluding an independent director; or
- any other Employees and persons as may be permitted under the applicable laws and as may be approved by the Board from time to time; or
- an Employee as defined in (i) to (ii) of a present or future Subsidiary, in India or outside India.
but does not include: -
- an Employee who is a promoter or a person belonging to the promoter group;
- a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the company;

4. Requirements of vesting and period of vesting;

The vesting period shall never be less than 1 year from the date of grant. Under this scheme, Vesting period of options / SAR Units granted would be fixed at time of grant in such a way that options / SAR Units would vest in annual instalments over a period not exceeding 4 (four) years from the date of grant.

5. Maximum period within which the options / SARs shall be vested;

The options / SARs granted under the Scheme shall have a vesting period as may be decided by the Nomination and Remuneration Committee ("Committee") subject to a maximum period of 4 (four) years from the date of grant.

6. Exercise price, SAR price, or pricing formula;

In case of Options: The Option Exercise price will be based on the Market Price on the stock exchange of the Shares one day before the date of the meeting of the Committee wherein the grants of options will be approved.

If the Company are listed on more than one Stock Exchange, the price of the Stock Exchange where there is highest trading volume shall be considered as the market price.

The Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise price shall not go below the par value of Equity Share of the Company which is Rs. 10/- per share.

<p>AS PER ORIGINAL CLAUSES IN SCHEME</p>	<p>In case of SAR's: Upon duly Exercise of SAR units, the Committee shall calculate the appreciation occurred on such units. The Appreciation value will be based on the difference between the Exercise Date Price and SAR Price.</p> <p>The Appreciation in Equity shall be paid by allotting of Equity Shares of the Company. The number of Equity Shares will be determined by dividing the Appreciation in Equity Shares by the Exercise Date Price.</p> <p>SAR Price</p> <p><u>If shares of the Company are unlisted:</u> The SAR Price shall be calculated on the basis of value determined by an Independent Valuer calculated on the basis of last Audited Results / Provisional Results of the Company as on date of grant of SAR Units.</p> <p><u>If shares of the Company are listed:</u> The SAR Price shall be calculated on the basis of latest available closing price of the of the shares of the Company on recognized Stock Exchange on which the shares of the company are listed on the date immediately prior to the grant date.</p> <p>The Exercise Date Price shall be calculated based on latest available closing price of the of the shares of the Company on recognised Stock Exchange on which the shares of the company are listed on the date immediately prior to the exercise date</p>
<p>AS PER AMENDED CLAUSES IN SCHEME</p>	<p>In case of SAR's: Upon duly Exercise of SAR units, the Committee shall calculate the appreciation occurred on such units. The Appreciation value will be based on the difference between the Vesting Date Price and SAR Price.</p> <p>The Appreciation in Equity shall be paid by allotting of Equity Shares of the Company. The number of Equity Shares will be determined by dividing the Appreciation in Equity Shares by the Exercise Date Price.</p> <p>SAR Price</p> <p><u>If shares of the Company are unlisted:</u> The SAR Price shall be calculated on the basis of value determined by an Independent Valuer calculated on the basis of last Audited Results / Provisional Results of the Company as on date of grant of SAR Units.</p> <p><u>If shares of the Company are listed:</u> The SAR Price shall be calculated on the basis of latest available closing price of the of the shares of the Company on recognized Stock Exchange on which the shares of the company are listed on the date immediately prior to the grant date.</p> <p>The Vesting Date Price shall be calculated based on latest available closing price of the of the shares of the Company on recognized Stock Exchange on which the shares of the company are listed on the date immediately prior to the Vesting Date.</p> <p>The Exercise Date Price shall be calculated based on latest available closing price of the of the shares of the Company on recognized Stock Exchange on which the shares of the company are listed on the date immediately prior to the exercise date.</p>

7. Exercise period and process of exercise;

The vested Options / SAR units may be exercised by Grantees during the exercise windows/period as may be decided by the Committee and intimated to the Grantee. Maximum time

period of Exercise will be 10 years from the date of grant unless otherwise extended by the Committee.

The vested employee stock Options / SAR units shall be exercisable either wholly or in part, according to the terms and conditions as determined and mentioned under the vesting letter. However, no fraction of a vested Option / SAR Unit shall be exercisable.

The Grantee shall make and application along with aggregate exercise price to the Indiamart Employees Stock Benefit Trust for the purpose of exercising the Options and/or SAR Units.

8. The appraisal process for determining the eligibility of employees for the scheme(s);

The Committee shall on the basis of the following criteria, including but not limited to, decide on the Grantees who are eligible for the grant / vesting of Options / SAR units under the Scheme and the terms and conditions thereof.

- i. Loyalty: It will be determined on the basis of tenure of employment of a Grantee in the Company or its Holding company or Subsidiary Companies.
- ii. Performance: Grantee's performance during the immediately preceding financial year on the basis of the parameters decided by the management.
- iii. Designation: Grantee's designation in the Company or Holding Company or Subsidiary Companies as per the HR Policy of the Company.
- iv. The present and/or potential contribution of the Grantee to the success of the Company and its Holding or Subsidiary Companies.
- v. High market value/difficulty in replacing the Grantee,
- vi. High risk of losing the Grantee to competition.

9. Maximum number of options, SARs, as the case may be, to be issued per employee and in aggregate;

The maximum number of Options and/SAR units that can be granted to any eligible employee during any one-year shall not be equal or exceeding 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders, subject to availability of such number of employee stock options or SAR units for grant.

The aggregate number of Options and SAR units available in the existing pool and can be issued under the scheme shall not exceed 45,492 (Forty Five Thousand Four Hundred and Ninety Two Only) and 14,00,000 (Fourteen Lakh Only) respectively.

10. Maximum quantum of benefits to be provided per employee under a scheme(s);

In case of Option: The maximum quantum of benefit that will be provided to every Eligible Employee under the Scheme will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of options and the Exercise Price paid by the employee to the Company.

In case of SAR: The maximum quantum of benefit that will be provided to every Eligible Employee under the Scheme will be the difference between the Vesting Date Price of Company's Share on the Stock Exchange and the Exercise Price paid by the employee to the Company.

11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;

The scheme will be implemented by Trust Route wherein

an irrevocable Trust will be formed for the said purpose of implementation of scheme. Further the scheme will be administered by Nomination and Remuneration Committee ("NRC") wherein the NRC shall delegate its power to the **Indiamart Employees Stock Benefit Trust** to the extent as applicable in the scheme.

12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

The Scheme will be implemented via Trust Route wherein the Company will make **new issue of Equity Shares to the Indiamart Employees Stock Benefit Trust** which will be subsequently transferred to the employees on valid exercise of Employee Stock Options and/or Stock Appreciation Right Units.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

- **Amount of loan:** Shall not exceed 5% of the paid up equity capital and free reserves as provided in Companies Act, 2013.
- **Tenure:** Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier.
- **Utilization:** For the objects of the Trust as mentioned in the Trust Deed including the implementation of the Indiamart Employee Stock Benefit Scheme – 2018 wherein it will purchase the Equity Shares of the company through fresh subscription from the company.
- **Repayment Terms:** The Trust shall repay the loan to the company by utilising the proceeds realised from exercise of Employee Stock Options and/or Stock Appreciation Right Units by the Employees.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme: Not Applicable.

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

Also, the Company confirms to comply with the disclosures and the accounting policies as prescribed under the Ind-AS issued by ICAI and other requirements as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options

Fair Value Method

17. Statement with regard to Disclosure in Director's Report

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' Report.'

Reason for Variation under Item 9:

Under the Stock Appreciation Right the grantees upon vesting are eligible to receive Appreciation in the shares of the company by allotment of shares equivalent to the Appreciation. The Appreciation herein is the difference between Exercise Date Price and the SAR Price. Since the vesting period is 4 years and the exercise period subsequent to vesting is 10 years the determination of the value to be received by employees upon exercise remains unascertained for an extended period of time. Such a lengthy period increases the risk of the return to be received based on equity shares due to various market factors and the unascertained benefit makes the rights less attractive to the employees.

Thus, to extend the benefit that they have discovered based on the price of equity shares of the company in a more favourable & less risky manner, to reduce the uncertainty of return due to market factors and to increase the attractiveness of the rights it is proposed to calculate the Appreciation in favour of the employees (grantees) on the Vesting Date instead of Exercise Date. Accordingly, the changes are proposed to be made in the Indiamart Employee Stock Benefit Scheme – 2018.

As per SEBI (SBEB) Regulations, the necessary amendments and variations to the Scheme need to be approved by the shareholders of the Company by way of a special resolution and accordingly the same is being placed before the shareholders for their approval. The amended Scheme shall be applicable from the date of passing of this resolution. The Board of Directors vide resolution passed on July 31, 2019 have approved the amendments proposed in the Scheme.

DETAILS OF VARIATIONS IN THE SCHEME

The details of the variations in the Scheme are as under:

Article No.	New Provision	Existing Provision
	Definitions	
4.2	"Appreciation" means the difference between the Vesting Date Price and SAR Price , to be payable in terms of Cash and Equity Shares of the Company in specified percentage as defined in Article 15 of the scheme.	"Appreciation" means the difference between the Existing Date Price and SAR Price , to be payable in terms of Cash and Equity Shares of the Company in specified percentage as defined in Article 15 of the scheme.
4.11	"Exercise Date Price" means the price which is calculated in terms of Article 16 of the scheme.	"Exercise Date Price" means the price which is calculated by the Committee at the time of exercise of SAR units by the Grantees. The Exercise Date Price shall be calculated in terms of Article 15 of the scheme.
4.33	"Vesting Date Price" means the price which is calculated in terms of Article 15 of the scheme.	No such provision in original scheme

	Exercise	
13.4	In case of SAR units: Receive such number of Equity Shares the value of which is equivalent to the amount of Appreciation which shall be calculated on the difference between SAR Price and Vesting Date Price . The SAR Price and Vesting Date Price shall be calculated in accordance with Article 10 and Article 15 of the scheme respectively.	In case of SAR units: Receive such number of Equity Shares the value of which is equivalent to the amount of Appreciation which shall be calculated on the difference between SAR Price and Exercise Date Price . The SAR Price and Exercise Date Price shall be calculated in accordance with Article 10 and Article 15 of the scheme respectively.
15.1	Upon duly Exercise of SAR units, the Committee shall calculate the Appreciation occurred on such units. The Appreciation value will be based on the difference between the Vesting Date Price and SAR Price .	Upon duly Exercise of SAR units, the Committee shall calculate the Appreciation occurred on such units. The Appreciation value will be based on the difference between the Exercise Date Price and SAR Price .
15.3	The Vesting Date Price shall be calculated as follow: The Vesting Date Price shall be calculated on the basis of latest available closing price of the of the shares of the Company on recognised Stock Exchange on which the shares of the company are listed on the date immediately prior to the Vesting Date. If such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered for the purpose of calculation of SAR Price.	The Exercise date Price shall be calculated as follow: • If shares of the Company are unlisted: The Exercise Date Price shall be calculated on the basis of value determined by an Independent Valuer calculated on the basis of last Audited Results / Provisional Results of the Company as on date of exercise of SAR Units. • If shares of the Company are listed: The Exercise Date Price shall be calculated on the basis of latest available closing price of the of the shares of the Company on recognised Stock Exchange on which the shares of the company are listed on the date immediately prior to the exercise date. If such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered for the purpose of calculation of SAR Price.

16.2	<u>Payment of Appreciation in Equity:</u> The Appreciation in Equity shall be paid by the Trust to the Grantee in terms of Equity Shares of the Company. The number of Equity Shares will be determined by dividing the Appreciation in Equity Shares by the Exercise Date Price. The Exercise Date Price shall be calculated on the basis of latest available closing price of the of the shares of the Company on recognised Stock Exchange on which the shares of the company are listed on the date immediately prior to the exercise date.	<u>Payment of Appreciation in Equity:</u> The Appreciation in Equity shall be paid by the Trust to the Grantee in terms of Equity Shares of the Company. The number of Equity Shares will be determined by dividing the Appreciation in Equity Shares by the Exercise Date Price.
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In conformity with the provisions of Section 102 of the Companies Act, 2013, the Explanatory Statement sets out all material facts relating to the business under Item No. 7, 8 and 9 mentioned in the accompanying Notice.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the "Indiamart Employee Stock Benefit Scheme – 2018" and issuance of shares under this Scheme.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution set out as Item No. 7, 8 and 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7, 8 and 9 of the notice for approval by the Members.

ANNEXURE-1

DETAILS OF THE DIRECTORS SEEKING RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	Mr. Dhurv Prakash	Mr. Dinesh Chandra Agarwal	Mr. Brijesh Kumar Agrawal
Date of Birth & Age	November 13, 1951 67 Years	February 19, 1969 50 years	September 16, 1976 42 Years
Qualification	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.	He holds a bachelor's degree in Technology (Computer Science and Engineering) from Harcourt Butler Technological Institute, Kanpur University.	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.
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Non-Executive Director, liable to retire by rotation. Sitting Fee to be paid, as director, for attending the Meetings of Board and Committees Meetings.	Managing Director and Chief Executive Officer, not liable to retire by rotation. The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. Rs. 41.00 Million in the Financial Year 2018-19.	Whole-Time Director, liable to retire by rotation. The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. Rs. 29.80 Million in the Financial Year 2018-19.
Experience & Expertise	41 years of Industry experience, currently he is engaged in his independent professional practice for rendering management consultancy and leadership development services.	28 years of experience in the field of Industry, Business and Corporate Management.	24 years of experience in the field of Industry, Business and Corporate Management.
Date of first appointment on the Board	May 11, 2012	September 13, 1999	September 13, 1999
Shareholding in the Company	40,056 Equity Shares as on July 31, 2019	86,30,747 Equity Shares as on July 31, 2019	58,48,544 Equity Shares as on July 31, 2019
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Relation	Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal are cousin brothers.	Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal are cousin brothers.
Number of Board Meetings attended during the year	9(Nine)	9(Nine)	8(Eight)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Currently Mr. Dhurv Prakash hold Director in the following Companies <ul style="list-style-type: none"> • Bharat Hotels Limited • SBI Mutual Fund Trustee Company Private Limited • Chairman of Nomination & Remuneration Committee at Bharat Hotels Limited • Member of Audit Committee at Bharat Hotels Limited 	Currently Mr. Dinesh Chandra Agarwal is not on Board of any other Company.	Currently Mr. Brijesh Kumar Agrawal is Director in the following Companies <ul style="list-style-type: none"> • Tolexo Online Private Limited • Member in the Allotment Committee of Tolexo Online Private Limited

ROUTE MAP TO THE AGM VENUE

