

**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 POSTAL BALLOT****Dear Member(s),**

**NOTICE** is hereby given, pursuant to the provisions of Sections 108, 110 of the Companies Act, 2013 (**the 'Act'**) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the 'Listing Regulations'**), Secretarial Standard- 2 on General Meetings (**'SS-2'**) and other applicable provisions of the Act, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the shareholders of **IndiaMART InterMESH Limited (the 'Company')** on the below appended resolutions by way of Ordinary/Special Resolution by means of Postal Ballot to vote through Remote Electronic Voting (**'Remote E-voting'**).

Pursuant to the MCA General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (**'MCA'**) (hereinafter collectively referred to as (**'MCA Circulars'**) and any Circular issued by the Securities and Exchange Board of India (**'SEBI'**), this Postal Ballot Notice (**'Notice'**) and instructions for Remote E-voting are being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants/MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent (**'RTA'**). If your e-mail address is not registered with the Company/ Depositories/RTA, please follow the process provided in the notes to receive this Notice. The communication of the assent or dissent of the shareholders would only take place through the Remote E-voting system.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing Remote E-voting facility to its shareholders. The shareholders are requested to read the instructions in the notes to this Notice to cast their vote through Remote E-voting not later than 5:00 P.M. (IST) on Friday, March 7, 2025, to be eligible for being considered, failing which it will be considered that no vote has been received from the relevant shareholder. Remote E-voting facility will be blocked by NSDL immediately thereafter and the shareholders will not be allowed to cast their votes beyond the said date and time.

The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner, failing him Mr. Parveen Kumar, (Membership No. F10315), Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500, Peer Review Certificate No. 6189/2024) as the scrutinizer to conduct the Postal Ballot through Remote E-voting in a fair and transparent manner.

The Remote E-voting period commences from Thursday, February 6, 2025 at 9:00 a.m.(IST) and shall end on Friday, March 7, 2025 at 5:00 p.m.(IST). The details of the procedure to cast the votes through Remote E-voting form part of the notes to this Notice.

**SPECIAL BUSINESS(ES):****Item No. 1: To appoint Mr. Manish Vij (DIN: 00505422) as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, recommendations of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, Mr. Manish Vij (DIN: 00505422), who was appointed as an Additional Director (in the category of Independent Director) of the Company w.e.f. January 21, 2025 and who holds office upto the date of next General Meeting of the Company in terms of Section 161 of the Act or upto three months from

the date of appointment, whichever is earlier in terms of Listing Regulations and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years not liable to retire by rotation, w.e.f. January 21, 2025 till January 20, 2028.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee of Directors and/ or any person, to give effect to the above resolution.”

**Item No. 2: To appoint Mr. Manoj Bhargava (DIN: 08267536) as a Whole-time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company and on the recommendations of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company and such other approvals, consents, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded for appointment of Mr. Manoj Bhargava (DIN: 08267536), who has been appointed as an Additional Director as per Section 161 of the Act and who holds office upto the date

of the next General Meeting or upto three months from the date of appointment, whichever is earlier in terms of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, liable to retire by rotation, to hold office effective from January 21, 2025 as a Director of the Company and also as a Whole-time Director of the Company, for a period of 5 (five) consecutive years with effect from January 21, 2025 till January 20, 2030 on such terms and conditions as agreed between him and the Company, the material terms of which are set out in the Explanatory Statement pursuant to Section 102(1) of the Act, annexed to this Notice.

**FURTHER RESOLVED THAT** the Board (‘the Board’ which term shall be deemed to include any Committee constituted/ to be constituted by the Board) be and is hereby authorized to vary, alter and modify the terms and conditions of the said appointment and/or his managerial remuneration as stated in the Explanatory Statement during his tenure, as may be agreed to between the Board and Mr. Manoj Bhargava to the extent permitted under Section 197 and other applicable provisions if any, of the Act, read with relevant rules made thereunder, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee thereof and/or any person, to give effect to the above resolutions.”

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

Sd/-

**Manoj Bhargava**  
Company Secretary  
Membership No.- F 5164

**Date:** January 21, 2025  
**Place:** Noida

**NOTES:**

1. The Explanatory Statement, pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act') read with Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended, from time to time setting out the material facts and reasons, in respect of Item Nos. 1 and 2 of this Notice is annexed herewith. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Director seeking appointment are also annexed hereto and forms part of the Notice.
2. In compliance with the MCA Circulars and Sections 108 and 110 of the Act and the Rules made thereunder, the Notice along with Explanatory Statement and Remote E-voting instructions are being sent only through electronic mode to those Shareholders whose e-mail address is registered with the Company/Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited ('RTA') or Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, January 31, 2025 ('Cut-off date').
3. As per the MCA Circulars, physical copies of the Notice, Postal Ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through Remote E-voting only.
4. In compliance with the provisions of Sections 108 and Section 110 of the Act read and the Rules framed thereunder, Regulation 44 of the Listing Regulations, SS-2, as amended from time to time, and the Circulars as issued by MCA, the Company is pleased to provide Remote E-voting facility on all the resolutions set forth in this Notice. The facility of casting votes by a shareholder using Remote E-voting will be provided by NSDL.
5. The voting rights of member(s) for Remote E-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any 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 vote through Remote E-Voting. A person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
6. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. 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.
8. Members may note that this Notice will also be available on the Company's website at <https://investor.indiamart.com/ForthcomingPostalBallot.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).
9. Documents(s) referred to in the statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date of receipt of votes through Remote E-voting by writing an email to the Company at [cs@indiamart.com](mailto:cs@indiamart.com).
10. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Shareholders holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
11. Pursuant to Regulation 40 of 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 transmission or transposition of securities. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.
12. Members are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to their respective DPs holding shares in demat mode in terms of Section 72 of the Act. The nomination form can be downloaded from the Company's website <https://investor.indiamart.com/InvestorForms.aspx>.

Shareholders 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.

13. Members are requested to register /update their email Ids & mobile number for receiving all communications through electronic mode and/or not register/update their bank account mandate and KYC, please Register/update the details in your demat account, as per the process advised by your respective DP.
14. All correspondence should be addressed to the RTA of the Company viz. MUFG 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).

**15. INSTRUCTIONS FOR REMOTE E-VOTING ARE AS FOLLOWS:**

**A. INSTRUCTIONS FOR REMOTE E-VOTING**

- i. The Remote E-voting period will commence on Thursday, February 6, 2025 (at 9:00 A.M. IST) and end on Friday, March 7, 2025 (at 5:00 P.M. IST). During this period, Members holding shares in the dematerialized form as on the cut-off date i.e., Friday, January 31, 2025 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 Shareholder, the

Shareholder shall not be allowed to change it subsequently.

- ii. Any person, who acquires equity shares and becomes a Shareholder of the Company after the date of electronic dispatch of this Notice 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.
- iii. 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.**

**Step 1: Access to NSDL e-voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

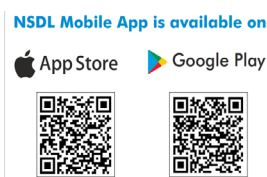
In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. A new screen will open. You will have to enter your <b>User ID</b> and <b>Password</b>. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on “Access to e-Voting” appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against Company name or E-Voting service provider - <b>NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the Remote E-voting period .</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</li> <li>2. 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>3. Please follow steps given in points 1-5.</li> </ol>

**B. E-voting website of NSDL**

1. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your **User ID** (i.e., your sixteen digit demat account number held with NSDL), **Password / OTP** and a **Verification Code** as shown on the screen.
4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or **e-voting service provider - NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the Remote E-voting period. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. 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 Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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. 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>3. 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>4. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</li> <li>2. Once logged-in, you will be able to see e-voting option. Once you 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>3. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the Remote E-voting period.</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.

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

1. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL 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. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) If you are still unable to get the password by aforesaid option, 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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company for which you wish to cast your vote during the Remote E-voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for Remote E-Voting for the resolutions set out in this notice:**

1. Shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@indiamart.com](mailto:cs@indiamart.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for Remote E-voting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/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 above mentioned documents.
3. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### 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?" - option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no: [022- 4886 7000](tel:022-48867000) or contact Mr. Amit Vishal at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those Members holding shares in demat mode and 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.

#### OTHER INSTRUCTIONS:

1. The Board of Directors of the Company, at its meeting held on Tuesday, January 21, 2025, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014 had appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner, failing him Mr. Parveen Kumar, (Membership No. F10315), Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500) as the Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of e-voting period, unblock the votes casted through Remote E-voting and shall make and submit a Scrutinizer's Report within 2 (two) working days from the end of the Remote E-voting period to the Chairman authorized by the Board for the purpose of declaring the result of Postal Ballot or any other person authorized by him in writing, who shall countersign the same and declare the result of the Remote E-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/ForthcomingPostalBallot.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 authorized by the Board for the purpose of declaring the result of Postal Ballot 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. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, March 7, 2025 i.e. last date of specified for receipt of votes through Remote E-voting.

By Order of the Board of  
IndiaMART InterMESH Limited

Sd/-

**Manoj Bhargava**  
Company Secretary  
Membership No.- F 5164

**Date:** January 21, 2025

**Place:** Noida

**EXPLANATORY STATEMENT UNDER SECTION 102 AND 110 OF THE COMPANIES ACT, 2013****Item No. 1**

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee (the 'NRC'), the Board of Directors in its meeting held on Tuesday, January 21, 2025 had appointed Mr. Manish Vij (DIN: 00505422) as an Additional Director (under the category of Non- Executive Independent Director) of the Company, not liable to retire by rotation, to hold office for a period of 3 (three) consecutive years with effect from January 21, 2025 to January 20, 2028, subject to the approval of the members of the Company.

Mr. Manish Vij has a Bachelor's and Master's degree in Management Science from Devi Ahilya Vishwavidyalaya, Indore.

With 25+ years of experience, he is a distinguished serial entrepreneur and Managing Partner of Smile Group, with a pioneering career that began in 1999 in the internet and digital industry. As Managing Partner of Smile Group, he has been instrumental in establishing successful ventures in digital media, eCommerce and gaming. He has founded and scaled multiple successful ventures, including India's leading digital media agency Quasar, adtech giant SVG Media, and eCommerce platform Letsbuy.com. These ventures have partnered with global players like WPP, Flipkart (A Walmart Co.), and attracted investment from top VCs such as Tiger Capital and Matrix Partners.

The Board has received requisite disclosures/declarations from Mr. Vij (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations and assessed the veracity of the same; (vi) notice u/s 160 of the Act proposing his candidature as an Independent Director of the Company and all other necessary information/ documents/declarations. Further, Mr. Vij has registered himself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

The Company has obtained a certificate from Shreyansh Jain & Associates, Practising Company Secretaries, (Peer Review No. 3639/2023), confirming that Mr. Vij is not debarred by Order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority from being appointed as a Director of the Company.

He shall be paid the sitting fees for attending meetings of the Board or any Committee thereof as may be decided by the Board.

**Rationale for the appointment of Mr. Vij:**

- He has extensive experience of two decades and expertise in Management, Corporate Strategy, Early-stage investing along with experience in Internet Industry, Digital Media and Advertising Industry.
- The appointment of Mr. Vij to the Board will be an invaluable input to the Company's strategic decision making, support its inorganic growth initiatives and drive the expansion of business operations.

In the opinion of the NRC and the Board, Mr. Vij possesses experience, knowledge, positive attributes and skills and fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and that he is independent of the management and his association as an Independent Director will immensely benefit the Company.

Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution through Postal Ballot for the appointment of Mr. Vij as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a period of 3 (three) consecutive years with effect from January 21, 2025 to January 20, 2028.

The terms and conditions of the appointment of Mr. Vij will be available electronically for inspection by shareholders as per details mentioned in the notes to this Notice.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('SS-2'), brief profile and other details of Mr. Vij is provided in **Annexure-A** to this Notice.

No Director, Key Managerial Personnel or their relatives except Mr. Vij to whom the resolution relates are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board recommends the resolution set out in Item No. 1 for approval by the shareholders by way of a **Special Resolution**.

**Item No. 2**

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), in terms of the Nomination and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee (the 'NRC'), the Board of Directors in its meeting held on Tuesday, January 21, 2025 had appointed Mr. Manoj Bhargava (DIN: 08267536) as an Additional Director of the Company and recommended his appointment as Whole-time Director of the Company, liable to retire by rotation, to hold office for a period of 5 (five) consecutive years with effect from January 21, 2025 to



January 20, 2030 on the terms and conditions, including the remuneration as hereinafter indicated, subject to the approval of the members of the Company.

Mr. Bhargava holds a Bachelor's degree in Commerce (Hons), a Bachelor's degree in law from University of Delhi and Master's degree in law from Guru Gobind Singh Indraprastha University, Delhi. He is a qualified Company Secretary. In addition, he also holds a Postgraduate diploma in IPR law from the Indian Law Institute and a Postgraduate diploma in Cyber Laws from Amity Law School, New Delhi.

**The key factors to be kept in mind in relation to the proposal for the above said appointment for the proposed term, on the terms and conditions including remuneration are as follows:**

- 1) Mr. Bhargava has been an integral part of the Company since December 28, 2017. Currently, serving as the Group General Counsel and Company Secretary of the Company.
- 2) He brings over nearly 25+ years of experience in legal, secretarial and compliance functions. He has a distinguished career having served as a senior resource with renowned organizations, such as Varun Beverages Limited (RJ Corp Group), HT Media Limited (Hindustan Times group), Barista Coffee Company Limited and India Today Group.  
  
His legal acumen spans across multiple domains, including corporate law, contract management, joint ventures, restructuring of business including mergers and acquisitions, intellectual property laws, competition law, cyber and internet laws, arbitration, labour/employment laws and dispute management (criminal and civil disputes) apart from regular business advisory.
- 3) He joined the Company in 2017 and has played a pivotal role to the successful completion of critical projects such as Initial Public Offering (IPO), Qualified Institutional Placement (QIP), bonus issue, buyback(s), acquisition(s), merger etc apart from his contribution towards setting up of compliance mechanism and strengthen in-house legal function. His efforts ensured adherence to regulatory requirements and best practises in corporate governance, all of which were essential for achieving the Company's long term strategic objectives and goals.
- 4) As the Group General Counsel and Company Secretary of the Company, he serves as a trusted advisor on governance, risk management, and business strategy. In the context of rapid economic growth and rising governance expectations, he strategically aligns business objectives while ensuring compliances. His expertise in navigating complex regulations has been instrumental in enabling the Company to achieve its objectives and advance its strategic goals.
- 5) He has successfully led the implementation of key policies related to corporate governance practices of the Company. He has also contributed to industry led efforts on matters requiring advocacy and legislative changes.

- 6) He has played a key role in overseeing and advancing the Company's CSR initiatives, ensuring the successful completion of various projects aimed at creating a positive social impact, further aligning the Company with its commitment to sustainable and responsible business practices.
- 7) He was recognized for the year 2021 to 2023 in the prestigious Forbes India Top Legal Powerlist as the Top General Counsel and also won the Best In-House Legal Counsel award in the Internet & e-Commerce category by the Indian Business Law Journal for the same period of consecutive three years in addition to several awards won by the Company under his leadership.

During his tenure, the Company has also won several awards under his leadership:

- Certificate of Recognition for excellence in Corporate Governance from the Institute of Company Secretaries of India ('ICSI');
- Certificate of Recognition for excellence in Corporate Social Responsibility from ICSI for two consecutive years;
- LACP GOLD award for Integrated Annual Report for three consecutive years;
- Best In-house Legal Team award in the Internet & E-commerce category by the India Business Law Journal; and
- ET Legal Awards, 2023 in the e-commerce category.

The details of the same can accessed at Company's website at [https://investor.indiamart.com/Awards\\_Recognitions.aspx](https://investor.indiamart.com/Awards_Recognitions.aspx).

- 8) This appointment will enable him to leverage his experience to drive the Company's growth, strengthening of corporate governance practices and support long-term success.

The material terms and conditions of the proposed appointment and remuneration to Mr. Bhargava as a Whole-time Director are mentioned below:

1. **Terms of Appointment:** He shall hold office for a period of 5 (five) consecutive years with effect from January 21, 2025 till January 20, 2030. Though he shall be liable to retire by rotation as a Director 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. 1,63,42,092/- (Rupees One Crore Sixty Three Lakhs Forty Two Thousand and Ninety Two Only), for the financial year 2024-25 which may vary with the change in Performance Linked Variable Compensation, as may be decided by the Board. The total compensation payable to him is divided into the following heads:

- a) **Fixed Compensation:** Rs. 1,30,73,676/- (Rupees One Crore Thirty Lakhs Seventy Three Thousand Six Hundred and Seventy Six Only) per annum.
- b) **Performance Linked Variable Compensation ('PLVC'):** Rs. 32,68,416 /- (Rupees Thirty Two Lakhs Sixty Eight Thousand Four Hundred Sixteen Only) per annum.

The PLVC amount shall be payable in accordance with the Company's policy of variable payment applicable to the employees and can go upto 150% of the PLVC mentioned above. The total annual amount payable on account of PLVC shall be subject to review and decision of the Board at the end of the financial year and any adjustment in the PLVC shall be dealt accordingly.

The amount forming a part of Fixed and Variable compensation payable to him may be inter changed, in whole or in part, within the overall limits of total compensation as stated above.

### 3. **Perquisites/ Benefits/Facilities and Amenities:**

In addition to the above, he shall continue to be eligible for Car Lease Facility, loan/advance facility, use of car, driver, group insurance, medical reimbursement, Bonus, education benefits, Leave Encashment and gratuity etc. and such other perquisites, allowances, facilities and/or benefits in accordance with the applicable laws and/or policy(s) of the Company from time to time.

4. He shall be entitled to Employee Stock Benefits including but not limited to ESOP Options/SAR Units as per applicable policies/Schemes of the Company from time to time.
5. He shall not be paid any sitting fees for attending meetings of the Board or any Committee thereof.

### **MINIMUM REMUNERATION:**

At present the Company achieves adequate profits in terms of Section 198 of 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 and the remuneration payable to any managing director or whole-time director shall not exceed five percent of the net profits calculated in accordance with Section 198 of the Act of the Company.

Provided that the Company in general meeting may authorize the payment of remuneration exceeding eleven percent and/or five percents of the net profits of the Company as the case may be, subject to the provisions of Schedule V of the Act. Notwithstanding anything to the contrary herein contained, where in any financial year during the current of tenure of Mr. Bhargava, 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 modification(s) thereto.

The Company currently has only two Executive Directors i.e. Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal apart from Mr. Bhargava. The remuneration payable to them is well within the limits prescribed under the applicable laws.

### **Other terms:**

- a) He will continue to oversee the Legal, Company Secretarial functions as a Company Secretary along with the Corporate Social Responsibility function of the Company.
- b) His existing terms of employment and remuneration as Group General Counsel & Company Secretary of the Company will continue as it is in the new role of Whole time Director and shall be subject to annual performance review as per the policy of the Company.
- c) According to the Company's policy, employment of Mr. Bhargava as an employee may be terminated by either party as per applicable policies of the Company from time to time.
- d) His performance will be evaluated based on his Key Performance Indicators (KPIs) for the year, with appraisals linked to both individual and company performance in accordance with the Board approved Nomination and Remuneration Policy.

Considering the responsibilities shouldered by him, the remuneration structure as given above is commensurate with the size, profitability of the Company as well as industry practice. He is not receiving any remuneration from any of the Subsidiary or other Group Company or in any other form nor through any other arrangement with the Company. Further, there are no claw-back provisions in his remuneration structure.

In terms of the applicable provisions of the Act and Listing Regulations, the Company received requisite declarations/disclosures from Mr. Bhargava (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority and all other necessary information/declarations. He also 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 Company has obtained a certificate from Shreyansh Jain & Associates, Practising Company Secretaries, (Peer Review No. 3639/2023), confirming that Mr. Bhargava is not debarred by Order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority from being appointed as a Director of the Company.

As per Section 161 of the Act, the appointment of Additional Director is valid up to next Annual General Meeting and as per Section 196 of the Act, the appointment of Whole-time Director including terms and conditions of his appointment

shall be subject to approval by a resolution at the next general meeting of the Company. Further, in terms of the Listing Regulations, the Company is required to obtain approval of members for such appointment at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In recognition of his performance, vast experience, leadership acumen, and significant contributions to the Company, it is proposed to appoint Mr. Bhargava as an Additional Director (Whole-time Director) in the category of Executive Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from January 21, 2025. Accordingly, members approval is sought for the Resolution No. 2 of this Notice by way of an Ordinary Resolution through Postal Ballot.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('SS-2'), brief profile and other details of Mr. Bhargava is provided in **Annexure-A** to this Notice.

Mr. Bhargava is interested in the resolution set out at Item No. 2 with regard to his appointment as Whole-time Director of the Company. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board recommends the resolution set out in Item No. 2 for approval by the shareholders by way of an **Ordinary Resolution**.

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 appointed:

<b>Name of the Director</b>	Manish Vij (DIN: 00505422)	Manoj Bhargava (DIN: 08267536)
<b>Date of Birth &amp; Age</b>	September 11, 1979 & 46 years	October 29, 1975 & 49 Years
<b>Qualification</b>	<ul style="list-style-type: none"> <li>Bachelor's and Master's in Management Science from Devi Ahilya Vishwavidyalaya, Indore.</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor's degree in Commerce (Hons), a Bachelor's degree in law from University of Delhi</li> <li>Master's degree in law from Guru Gobind Singh Indraprastha University, Delhi</li> <li>Qualified Company Secretary</li> <li>Postgraduate diploma in intellectual property rights law from the Indian Law Institute</li> <li>Postgraduate diploma in cyber laws from Amity Law School, New Delhi</li> </ul>
<b>Terms and Conditions of appointment/re-appointment</b>	<p>His appointment shall be as per Company's Nomination and Remuneration Policy as displayed on the Company's website <a href="https://investor.indiamart.com/CorporateGovernance.aspx">https://investor.indiamart.com/CorporateGovernance.aspx</a></p> <p>On appointment, he shall not be liable to retire by rotation.</p> <p>He shall be entitled to sitting fee for attending Board/Committee meetings .</p>	<p>His appointment shall be as per Company's Nomination and Remuneration Policy as displayed on the Company's website <a href="https://investor.indiamart.com/CorporateGovernance.aspx">https://investor.indiamart.com Corporate Governance.aspx</a></p> <p>On appointment, he shall be liable to retire by rotation.</p>
<b>Details of Remuneration sought to be paid</b>	Not applicable	The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.
<b>Last Remuneration drawn (Per Annum)</b>	Not applicable	Appointment as Whole-time Director on the existing remuneration as given in the explanatory statement annexed to this Notice, subject to annual appraisal.
<b>Experience &amp; Expertise</b>	As detailed in the explanatory statement	As detailed in the explanatory statement
<b>Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	As detailed in the explanatory statement	As detailed in the explanatory statement
<b>Date of first appointment on the Board</b>	January 21, 2025, subject to the approval of the members of the Company	January 21, 2025, subject to the approval of the members of the Company
<b>No. of equity shares held in the Company* (including shareholding as beneficial owner)</b>	None	4,500 equity shares
<b>Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company</b>	He is not related to any other Director or Key Managerial Personnel of the Company.	He is not related to any other Director or Key Managerial Personnel of the Company.

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**Number of Board Meetings attended during FY 2025**

Not Applicable

 Not Applicable
 

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**Other Directorships, Membership/ Chairmanship of Committees of other Boards\***

Directorship in the following Companies:

- a) Filatex India Limited
- b) Hykart Sales Private Limited
- c) Smile Internet Technologies Private Limited

Committee Positions in the following Companies:

Name of the Company	Name of the Committee	Position held (Chairman/Member)
Filatex India Limited	Stakeholder Relationship Committee	Member

 Directorship in the following Companies (*Subsidiaries of IndiaMART InterMESH Limited*):

- a) Hello Trade Online Private Limited
- b) Tradezeal Online Private Limited
- c) Tolexo Online Private Limited
- d) Livekeeping Technologies Private Limited
- e) IIL Digital Private Limited

 Committee Positions in the following Companies: **None**


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**Listed entities from which the Director has resigned in the past three years**

None

 None
 

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