



## 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

**NOTICE** is hereby given, pursuant to the provisions of Sections 108, 110 of the Companies Act, 2013 (the 'Act') and Rule 20 and Rule 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 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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 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, 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/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 Saturday, December 31, 2022, 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.

**SPECIAL BUSINESS(ES):**

**Item No. 1: To appoint Ms. Pallavi Dinodia Gupta (DIN: 06566637) 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 Section 149, 150, 152, 160, 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), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, recommendations of the Nomination and Remuneration Committee of the Company and the Board of Directors of the Company, Ms. Pallavi Dinodia Gupta (DIN: 06566637), who was appointed as an Additional Director (in the category of Independent Director) of the Company w.e.f. October 20, 2022 and who holds office upto the date of next General Meeting of the Company in terms of Section 161 of the Act and who has submitted a declaration that she 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 proposing her 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 w.e.f October 20, 2022 till October 19, 2025.

**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 re-appoint Mr. Vivek Narayan Gour (DIN: 00254383) 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 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), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, recommendations of the Nomination and Remuneration Committee of the Company and the Board of Directors of the Company, Mr. Vivek Narayan Gour (DIN: 00254383), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years upto May 06, 2023 and who is eligible of being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is

hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f. May 07, 2023 to May 06, 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.”

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

Sd/-

**Manoj Bhargava**

**Group General Counsel,**

**Company Secretary & Compliance Officer**

**Membership No.- F 5164**

**Date:** November 19, 2022

**Place:** Noida

**NOTES:**

1. The Explanatory Statement, pursuant to the provisions of Section 102(1) 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’), setting out the material facts and reasons, in respect of Item No. 1 & 2 of this Notice is annexed herewith. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’) respectively, in respect of Directors seeking appointment/re-appointment are also annexed hereto and forms part of the Notice.
2. In compliance with the MCA Circulars and Section 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. Link 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, November 25, 2022 (‘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 Section 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 Ministry of Corporate Affairs, 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 shareholder(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. Any 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 Postal Ballot Notice. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/JPG Format) of their Board or governing body's Resolution/Authorisation, authorising their representative to vote through Remote e-voting, to the Scrutinizer through e-mail at [dpvassociatesoffice@gmail.com](mailto:dpvassociatesoffice@gmail.com) with a copy marked to the Company at [cs@indiamart.com](mailto:cs@indiamart.com). They can also upload the said documents by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
8. Shareholders 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.nsd.com](http://www.evoting.nsd.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. Shareholders holding shares in physical form are requested to submit their PAN to the Company/RTA.

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 02, 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. Shareholders are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to their respective DPs in case holding shares in demat mode and to the Company/RTA in case holding shares in physical 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. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Shareholder, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/details are not available in the folio(s), RTA shall be constrained to freeze such folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the Company's website at <https://investor.indiamart.com/InvestorForms.aspx>.
14. In case Shareholders have not registered/updated their email address & mobile number for receiving all communications through electronic mode and/or not register/update their bank account mandate and KYC, please follow the following instructions:

<b>Dematerialised Holding</b>	Register/update the details in your demat account, as per the process advised by your respective DP.
<b>Physical Holding</b>	Register/update the details in prescribed Form ISR-1 along with other relevant documents/ forms as referred in SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and submit the same to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company at 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: <a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a> or to the Company.  The relevant forms are available on the Company's Website at <a href="https://investor.indiamart.com/InvestorForms.aspx">https://investor.indiamart.com/InvestorForms.aspx</a> .

15. All correspondence should be addressed to the RTA of the Company viz. Link Intime India Private Limited, Noble Heights, 1<sup>st</sup> Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel: 011 - 49411000, e-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

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

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

- i. The Remote e-voting period will commence on Friday, December 2, 2022 (at 9:00 A.M. IST) and end on Saturday, December 31, 2022 (at 5:00 P.M. IST). During this period, Shareholders holding shares either in physical form or in dematerialized form as on the cut-off date i.e., Friday, November 25, 2022 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 or cast the vote again.





- 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

**Details on Step 1 are mentioned below:**

**A) Login method for Remote e-voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<b>A. NSDL IDeAS facility</b> If you are already registered, follow the below steps: <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</li> </ol>

Type of shareholders	Login Method
	<p>“Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</p> <ol style="list-style-type: none"> <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 “<b>Access to e-Voting</b>” 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 or joining virtual meeting and e-Voting during the meeting.</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 “<b>Register Online for IDeAS</b>” 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> <p><b>B. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will have to enter your <b>User ID</b> (i.e., your sixteen digit demat account number held with NSDL), <b>Password / OTP</b> and a <b>Verification Code</b> as shown on the screen.</li> <li>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 <b>e-voting service provider - NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the Remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p>

Type of shareholders	Login Method
	<p data-bbox="778 342 1262 376"><b>NSDL Mobile App is available on</b></p> <div data-bbox="778 405 1262 454">  App Store            Google Play         </div> <div data-bbox="821 481 970 629">  </div> <div data-bbox="1077 481 1225 629">  </div>
<p data-bbox="311 656 587 846"><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol data-bbox="627 656 1449 1872" 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 my easi 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the Remote e-voting period. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>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 or joining virtual meeting and e-voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**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 toll free no.: 1800 1020 990 and 1800 22 44 30
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

**B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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 or folio number for shares held in physical form. 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.

6. 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) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@indiamart.com](mailto:cs@indiamart.com).
2. In case 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.**

3. 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.
4. 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
2. In case of any query relating to Remote e-voting you may refer the Frequently Asked Questions (‘FAQs’) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no. 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any queries, you may refer the FAQs for Members and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means.

3. 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 by resolution passed by circulation on November 19, 2022 in compliance with Rule 22(5) of the Rules, had appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500) as the Scrutinizer to scrutinize the Postal Ballot/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 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 a 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 Saturday, December 31, 2022. 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**

**Group General Counsel,**

**Company Secretary & Compliance Officer**

**Membership No.- F 5164**

Date: November 19, 2022

Place: Noida

## **EXPLANATORY STATEMENT UNDER SECTION 102(1) 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 October 20, 2022 had appointed Ms. Pallavi Dinodia Gupta as an Additional Director (in the capacity of Independent Director) of the Company for a term of 3 (three) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Ms. Pallavi Dinodia Gupta is a graduate from Lady Sriram College and has her degree in law from Delhi University and Chartered Accountancy from the Institute of Chartered Accountants of India ('ICAI'). She has more than 20 years of finance, taxation, corporate advisory and leadership experience. She is a partner with M/s S. R. Dinodia & Co. LLP, which is one of the leading tax consultant firm, rendering the consultancy including the tax audit of the Company. Additionally, she has an experience serving as an Independent Director on the boards and board committees of publicly listed companies and international organizations. In addition to the above, she has served as the Chairperson of APAC Region and as a key member of the global governing council for MGI Worldwide – one of the largest global networks of accounting, audit and taxation firms.

She has been voted "World's Leading Tax Controversy Practitioners" by International Tax Review ('ITR') for the sixth year running in 2020 and Ranked by ITR as "Highly Regarded" in Indian Tax Jurisdiction for Tax and Transfer Pricing for the year 2020-21.

The Board has received requisite disclosures/declarations from Ms. Gupta (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 she is not disqualified to become Director; (iv) declaration that she is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) 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; (v) notice u/s 160 of the Act proposing her candidature as Independent Director of the Company and all other necessary information/documents/declarations. Further, Ms. Gupta has registered herself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

In the opinion of the NRC and the Board, Ms. Gupta possess appropriate skills, positive attributes, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and that she is independent of the management.

The terms and conditions of the appointment of Ms. Gupta is 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 Ms. Gupta is provided in Annexure-A to this Notice.

Ms. Gupta, the proposed appointee will be treated as interested in this resolution though there is no pecuniary relationship with the Company. The relatives of Ms. Gupta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the in the proposed item no. 1, except to the extent of their shareholding in the Company.

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**

The shareholders of the Company at their 24<sup>th</sup> Extra Ordinary General Meeting held on May 07, 2018 approved the appointment of Mr. Vivek Narayan Gour (DIN: 00254383) as an Independent Director of the Company w.e.f. May 07, 2018 to hold office for a term of five (5) consecutive years i.e. up to May 06, 2023 in terms of Section 149 of the Companies Act, 2013 (the 'Act').

Pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing regulations'), Mr. Gour is eligible for re-appointment as an Independent Director of the Company for a second term of upto five (5) consecutive years on passing of special resolution by the shareholders of the Company.

Mr. Gour is a graduate of Harvard Business School's Owner / President Management Programme and holds Master's degree in Business Administration from FMS, University of Delhi. He has experience in the field of finance, consultancy and management. He has over 20 years of experience as a Board member of large operating companies in India, USA and Middle East in diverse industries such as e-Commerce, IT Enabled Services and Aviation. He has worked with First Leasing Company of India Limited, Infrastructure Leasing & Financial Services Limited, Tata Finance Limited, Genpact India and GE Capital Services India and has been the Managing Director of Air Works India (Engineering) Private Limited. Further, he is serving on the Board of leading listed entities, including Cyient Limited and Affle (India) Limited. Also, he is a Founding Member of the Heart to Heart Foundation that provides financial support for treatment and surgeries to underprivileged children suffering from congenital heart disorders.

During his tenure as an Independent Director of the Company over the last 5 years, Mr. Gour has contributed immensely to the Board and it's Committee deliberations.

Keeping in view knowledge, acumen, expertise, experience, positive attributes, substantial contribution of Mr. Gour and pursuant to the provisions of the Act and Rules made thereunder, Listing Regulations, Nomination and Remuneration Policy of the Company, declaration of Independence, on the basis of performance evaluation, and based on the recommendations of Nomination and Remuneration Committee (the 'NRC'), the Board of Directors in its meeting held on October 20, 2022 had recommended to the shareholders of the Company, the re-appointment of Mr. Gour as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years w.e.f. May 07, 2023 subject to the approval of shareholders of the Company.

In terms of the applicable provisions of the Act and Listing Regulations, the Board has received requisite disclosures / declarations from Mr. Gour (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) declarations u/s 164 of the Act (Form DIR- 8) to the effect that they are not disqualified to become Directors including a declaration that they are not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) declarations 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; (v) notices under Section 160 of the Act proposing his candidature as Independent Directors of the Company; and all other necessary information/documents/declarations. Further, Mr. Gour has registered himself in the Independent Director's data bank with the Indian Institute of Corporate Affairs.

The NRC and the Board is of the opinion that Mr. Gour possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the Listing Regulations and that he is independent of the management and his continued association as an Independent Director will immensely benefit the Company.

The terms and conditions of the appointment of Mr. Gour is 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. Gour is provided in Annexure-A to this Notice.

Mr. Gour, the proposed appointee will be treated as interested in this resolution. The relatives of Mr. Gour may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above. None of the other Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution, except to the extent of their shareholding in the Company.

The Board recommends the resolution set out in item No. 2 for approval by the shareholders by way of a **Special Resolution**.



**ANNEXURE 'A'**

**Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Director(s) proposed to be appointed/re-appointed:**

<b>Name of the Director</b>	Ms. Pallavi Dinodia Gupta	Mr. Vivek Narayan Gour
<b>Date of Birth &amp; Age</b>	November 02, 1980, 42 years	November 10, 1962, 60 years
<b>Qualification</b>	She is a graduated from Lady Sriram College and has her degree in law from Delhi University and Chartered Accountancy from the Institute of Chartered Accountants of India ('ICAI').	He is a graduate of Harvard Business School's Owner / President Management Programme and holds Master's degree in Business Administration from FMS, University of Delhi.
<b>Terms and Conditions of appointment/re-appointment</b>	<p>Ms. Gupta's 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, she shall not be liable to retire by rotation.</p> <p>Ms. Gupta shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid.</p>	<p>He was appointed as an Independent Director of the Company w.e.f. May 07, 2018 to hold office for a term of five (5) consecutive years. His re-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 re-appointment, Mr. Gour shall not be liable to retire by rotation.</p> <p>Mr. Gour shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid.</p>

<b>Details of Remuneration sought to be paid</b>	Not applicable	Refer Annexure - 3 and Annexure - 4 of the Annual Report for FY 2021-22
<b>Last Remuneration drawn (Per Annum)</b>	Not applicable	He received Rs. 7.30 Lakhs as remuneration (sitting fee) during FY 2021-22.
<b>Experience &amp; Expertise</b>	She has more than 20 years' experience in finance, taxation, corporate advisory and leadership. She is a partner with M/s S. R. Dinodia & Co. LLP, which is one of the leading tax consultant firm, rendering the consultancy services including the tax audit of the Company. Additionally, she has an experience serving as an Independent Director on the boards and board committees of publicly listed companies and international organizations. In addition to the above, she has also served as the Chairperson of APAC Region and as a key member of the global governing council for MGI Worldwide – one of the largest global networks of accounting, audit and taxation firms.	He has experience in the field of finance, consultancy and management. He has over 20 years of experience as a Board member of large operating companies in India, USA and Middle East in diverse industries such as e-Commerce, IT Enabled Services and Aviation. He has worked with First Leasing Company of India Limited, Infrastructure Leasing & Financial Services Limited, Tata Finance Limited, Genpact India and GE Capital Services India and has been the Managing Director of Air Works India (Engineering) Private Limited. Further, he is serving on the Board of leading listed entities, including Cyient Limited and Affle (India) Limited. Also, he is a Founding Member of the Heart to Heart Foundation that provides financial support for treatment and surgeries to underprivileged children suffering from congenital heart disorders.
<b>Date of first appointment on the Board</b>	October 20, 2022	April 30, 2018
<b>No. of equity shares held in the Company* (including shareholding as beneficial owner)</b>	129 equity shares	4,700 equity shares

<b>Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company</b>	She 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.																														
<b>Number of Board Meetings attended during FY 2022</b>	Not applicable	Four (4)																														
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards*</b>	<p><i>Directorship in the following Companies:</i></p> <p>a) Jagson Pal Pharmaceuticals Limited b) Voith Paper Fabrics India Limited</p> <p><i>Committee Positions in the following Companies:</i></p> <table border="1" data-bbox="495 847 1256 1353"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Position Held (Chairman/Member)</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Jagson Pal Pharmaceuticals Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Voith Paper Fabrics India Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Position Held (Chairman/Member)	Jagson Pal Pharmaceuticals Limited	Audit Committee	Member	Stakeholders Relationship Committee	Member	Corporate Social Responsibility Committee	Member	Voith Paper Fabrics India Limited	Audit Committee	Member	<p><i>Directorship in the following Companies:</i></p> <p>a) Affle (India) Limited b) Affle International Pte. Ltd., Singapore c) Cyient Limited d) Advait Lakshmi Foundation</p> <p><i>Committee Positions in the following Companies:</i></p> <table border="1" data-bbox="1288 847 2051 1391"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Position Held (Chairman/Member)</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Cyient Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairman</td> </tr> <tr> <td>Strategy &amp; Client Engagement Committee</td> <td>Member</td> </tr> <tr> <td rowspan="3">Affle (India) Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Investment Committee-</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Position Held (Chairman/Member)	Cyient Limited	Audit Committee	Chairman	Risk Management Committee	Chairman	Strategy & Client Engagement Committee	Member	Affle (India) Limited	Audit Committee	Chairman	Risk Management Committee	Member	Investment Committee-	Member
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	Investment Committee-	Member																														

			Domestic Investments	
			ESG Committee	Member
<b>Listed entities from which the Director has resigned in the past three years</b>	None	None		

*\*As on November 19, 2022*