

August 22, 2023

To,
BSE Limited
(BSE: 542726)

National Stock Exchange of India Limited
(NSE: INDIAMART)

Sub: Voting Results of the Postal Ballot along with the Scrutinizer's Report

Ref.: Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

This is in continuation to our letter dated July 22, 2023, regarding submission of Notice of Postal Ballot for seeking approval of the shareholders of the Company through the Remote E-voting process on the resolutions as set out in the Notice of Postal Ballot July 20, 2023 ("**Notice**").

Pursuant to the provisions of Sections 108, 110 of the Companies Act, 2013, read with related Rules, as amended from time to time and the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time, the Company conducted the Postal Ballot by Remote E-voting process as set out in the Notice.

The Remote E-voting period commenced on Monday, July 24, 2023 (at 9:00 A.M. IST) and ended on Tuesday, August 22, 2023 (at 5:00 P.M. IST). During this period, shareholders of the Company holding shares, as on the Cut-off date i.e., Friday, July 21, 2023 casted their vote electronically. After due scrutiny of all the votes casted through Remote E-voting, the Scrutinizer Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500), submitted his report dated August 22, 2023.

Based on the Scrutinizer's Report, we hereby inform that the following Special Resolution(s) set out in the Notice of Postal Ballot have been passed with the requisite majority by the shareholders of the Company:

- a) To appoint Mr. Aakash Chaudhry (DIN: 00106392) as an Independent Director; *and*
- b) Approval for Buyback of Equity Shares.

The effective date of passing the above resolutions is August 22, 2023.

Further, the details of the voting results of the Postal Ballot conducted through electronic means is enclosed as ***Annexure 'A'*** and the Scrutinizer's Report on Postal Ballot pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 is enclosed as ***Annexure 'B'***.



IndiaMART InterMESH Ltd.

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Plot No.22, Sec 135, Noida-201305, U.P.

Call Us: +91 - 9696969696

E: customercare@indiamart.com

Website: www.indiamart.com

The voting results and the Scrutinizer's Report are being uploaded on the Company's website at <https://investor.indiamart.com/ForthcomingPostalBallot.aspx> and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

Yours faithfully,

For IndiaMART InterMESH Limited

(Manoj Bhargava)

Group General Counsel,

Company Secretary & Compliance Officer

Membership No: F5164

Encl: As above.

Annexure- A

Details of the E-Voting results by Postal Ballot process pursuant to Reg 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details
<i>Date of declaration of Postal Ballot Results</i>	Tuesday, August 22, 2023
<i>Total number of shareholders as on record date (i.e. July 21, 2023 - Cut-off date for remote e-voting purpose)</i>	1,67,997
<i>Number of Shareholders present in the meeting either in person or through proxy</i>	
<i>Promoters & Promoter Group</i>	Not Applicable <i>(Resolutions passed through Postal Ballot by remote e-voting)</i>
<i>Public</i>	
<i>Number of Shareholders attended the meeting through Video Conferencing</i>	
<i>Promoters & Promoter Group</i>	Not Applicable <i>(Resolutions passed through Postal Ballot by remote e-voting)</i>
<i>Public</i>	

- Item No. 1** : **To appoint Mr. Aakash Chaudhry (DIN: 00106392) as an Independent Director**
Business : *Special Business*
Mode of Voting : *E-Voting*

Resolution Required (Ordinary / Special)				Special Resolution					
Whether Promoter/Promoter Group are interested in the Resolution				No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	30,135,048	30,135,048	100	30,135,048	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		30,135,048	30,135,048	100	30,135,048	0	100	0
Public – Institutions	E-Voting	19,801,501	18,475,534	93.3037	18,475,534	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		19,801,501	18,475,534	93.3037	18,475,534	0	100	0
Public Non Institutions	E-Voting	11,292,599	3,105,580	27.5010	3,104,268	1,312	99.9578	0.0422	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		11,292,599	3,105,580	27.5010	3,104,268	1,312	99.9578	0.0422
Grand Total		61,229,148	51,716,162	84.4633	51,714,850	1,312	99.9975	0.0025	0

The aforesaid resolution has been passed with requisite majority.

- Item No. 2** : **Approval for Buyback of Equity Shares**
Business : *Special Business*
Mode of Voting : *E-Voting*

Resolution Required (Ordinary / Special)				Special Resolution					
Whether Promoter/Promoter Group are interested in the Resolution				No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	30,135,048	30,135,048	100	30,135,048	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		30,135,048	30,135,048	100	30,135,048	0	100	0

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Public – Institutions	E-Voting	19,801,501	18,475,534	93.3037	18,474,270	1,264	99.9932	0.0068	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		19,801,501	18,475,534	93.3037	18,474,270	1,264	99.9932	0.0068
Public Non Institutions	E-Voting	11,292,599	3,106,225	27.5067	3,096,913	9,312	99.7002	0.2998	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		11,292,599	3,106,225	27.5067	3,096,913	9,312	99.7002	0.2998
Grand Total		61,229,148	51,716,807	84.4644	51,706,231	10,576	99.9796	0.0204	0

The aforesaid resolution has been passed with requisite majority.



SCRUTINIZER'S REPORT
(Postal Ballot through Remote E-voting)

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('**the Act**') and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**the Rules**') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR Regulations**')]

To,
Mr. Dhruv Prakash
(Chairman appointed for declaring the result of Postal Ballot)
IndiaMART InterMESH Limited
(CIN: L74899DL1999PLC101534)
1st Floor, 29- Daryaganj, Netaji Subhash Marg,
New Delhi- 110002

Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of IndiaMART InterMESH Limited ('**the Company**') in its meeting held on July 20, 2023, for the purpose of scrutinizing the process of Remote E-voting of Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 & 11/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively ('**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR Regulations**'), Secretarial Standard-2 ('**SS-2**') on General Meetings issued by the Institute of Company Secretaries of India 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) in respect of the resolutions as mentioned in the Notice of Postal Ballot dated July 20, 2023.

I submit my report as under:

1. As informed by the Company, Notice of Postal Ballot along with the explanatory statement and Remote E-voting instructions (“**Postal Ballot Notice**”) were sent only through electronic mode to all those members, whose e-mail address were registered with the Company or its registrar and share transfer agent i.e. Link Intime India Private Limited (“**RTA**”) or with Depository(ies) and whose names appeared in the Register of Members of the Company and/or in the Register of Beneficial Owners as maintained by the Depositories as on Friday, July 21, 2023 (“**Cut-off date**”).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ LODR Regulations in respect of the Special Resolutions contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as the Scrutinizer is restricted only to scrutinize the Remote E-voting process in a fair and transparent manner and to prepare a Scrutinizer’s Report of the votes cast in ‘Assent’ or ‘Dissent’ for the Special Resolutions contained in the Postal Ballot Notice, based on the reports generated from the electronic voting service facility provided by National Securities Depository Limited (‘NSDL’) the authorized agency, engaged by the Company, to provide e-voting facility.
3. The Company has published newspaper advertisement on July 23, 2023 regarding service of Postal Ballot Notice to eligible members in English language newspaper “Financial Express” and in Hindi language newspaper “Hindustan”.
4. The Members of the Company holding shares as on Cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL.
5. The Remote E-voting commenced on Monday, July 24, 2023 (at 9:00 A.M. IST) and ended on Tuesday, August 22, 2023 (at 5:00 P.M. IST) Further, the Remote E-voting process was monitored through the Scrutinizer’s secured link provided by NSDL on its designated website i.e. <https://www.evoting.nsdl.com/>.
6. After the closure of the Remote E-voting window, the votes casted through Remote E-voting were unblocked on Tuesday, August 22, 2023 after 5:00 pm (IST) in the presence of two witnesses i.e. Parveen Kumar and Mukesh Sharma who are not in the employment of the Company. They have signed below in confirmation of the same:



Parveen Kumar



Mukesh Sharma

7. Thereafter, the particulars of Remote E-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for this purpose and the Remote E-voting was reconciled with the register of members of the Company as on Cut-off date as maintained by the RTA of the Company.
8. As on cut-off date, the fully paid-up share capital of the Company was Rs. 61,22,91,480/- (Rupees Sixty-One Crores Twenty-Two Lakhs Ninety-One Thousand Four Hundred and Eighty Only) divided into 6,12,29,148 (Six Crores Twelve Lakhs Twenty-Nine Thousand One Hundred and Fourty Eight Only) equity shares of Rs. 10 (Rupee Ten Only) each.
9. The result of the Remote E-voting in respect of the Special Resolutions contained in the Postal Ballot Notice is as under:

Resolution No. 1: Appointment Mr. Aakash Chaudhry (DIN: 00106392) as an Independent Director

Special Resolution				
Particulars	Number of Valid Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	5,17,14,850	-	5,17,14,850	99.9975
Dissent	1,312	-	1,312	0.0025
Total	5,17,16,162	-	5,17,16,162	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of Remote E-voting in respect of the above resolution is attached to this report and marked as '**Annexure - A**'.

Resolution No. 2: Approval for Buyback of Equity Shares

Special Resolution				
Particulars	Number of Valid Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	5,17,06,231	-	5,17,06,231	99.9796
Dissent	10,576	-	10,576	0.0204
Total	5,17,16,807	-	5,17,16,807	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of Remote E-voting in respect of the above resolution is attached to this report and marked as '**Annexure - B**'.

10. Based on the aforesaid results, the resolutions as mentioned above are deemed to have been passed on August 22, 2023 being the last date of remote e-voting for the members of the Company. The result of Postal Ballot may accordingly be declared.
11. The Register containing the details of Remote E-voting relating to Postal Ballot will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**For DPV & Associates LLP
Company Secretaries**

Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022

DEVESH
KUMAR
VASISHT

Digitally signed by
DEVESH KUMAR
VASISHT
Date: 2023.08.22
19:17:54 +05'30'

Devesh Kumar Vasisht

Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488E000842750
Date: August 22, 2023
Place: New Delhi

**Countersigned by
For IndiaMART InterMESH Limited**

Manoj Bhargava
Group General Counsel, Company
Secretary & Compliance Officer
(As authorised by the Chairman)
Date: August 22, 2023
Place: Noida

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Annexure-A

A detailed summary of the voting through Remote E-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	1,037	5,17,16,162	51,71,61,620
b) Less: Invalid votes	-	-	-
c) Net Valid votes	1,037	5,17,16,162	51,71,61,620
d) Votes with assent	1,002	5,17,14,850	51,71,48,500
e) Votes with dissent	35	1,312	13,120

Annexure-B

A detailed summary of the voting through Remote E-voting is given herein below:

B. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	1,040	5,17,16,807	51,71,68,070
b) Less: Invalid votes	-	-	-
c) Net Valid votes	1,040	5,17,16,807	51,71,68,070
d) Votes with assent	1,005	5,17,06,231	51,70,62,310
e) Votes with dissent	35	10,576	1,05,760

-----end of report-----