


INDIAMART INTERMESH LIMITED

Regd. Office: 1st Floor, 29- Daryaganj, Netaji Subhash Marg, New Delhi- 110002

Corp. Office: 6th Floor, Tower 2, Assotech Business Cresterra, Plot No. 22,
Sector-135, Noida- 201305, U.P.

CIN: L74899DL1999PLC101534

Website: www.indiamart.com; **Ph. No:** +91-011-45608941/+91-9696969696

NOTICE OF THE 23RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third (23rd) Annual General Meeting ('AGM') of the member(s) of **IndiaMART InterMESH Limited** ('the Company') will be held on Tuesday, September 20, 2022 at 11:00 a.m. IST through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), for which purpose the Registered Office of the Company situated at 1st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002 shall be deemed as the venue for the Meeting wherein the proceedings of the AGM shall be deemed to have been conducted, to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 2/- per equity share for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Brijesh Kumar Agrawal (DIN: 00191760), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve increase in the pool of Equity Shares and consequent amendment in Indiamart Employee Stock Benefit Scheme 2018

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

"RESOLVED THAT in furtherance of the earlier resolution passed by the Shareholders dated May 7, 2018, ratified by Shareholders dated September 25, 2019 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof), Regulation 7(1) of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (**"SEBI (SBEB & SE) Regulations"**), the Memorandum and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject to such other approval(s), consent(s), permission(s) and/

or sanction(s) as may be necessary from the appropriate regulatory authority(s)/institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(s)/institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the members of the Company be and is hereby accorded to increase the pool of existing number of resultant equity shares against the Stock Appreciation Rights ('SAR') units by adding 3,00,000 (Three Lakh Only) fresh equity shares aggregating to not more than 10,00,000 (Ten Lakh Only) Equity Shares under Indiamart Employee Stock Option Scheme, 2018 (hereinafter referred to as **"the Scheme"**) (subject to such other adjusted figure which may arise due to any corporate action or other reorganization of the capital structure of the Company as may be applicable from time to time), for the benefit of Employees as defined in the Scheme on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the necessary amendments in the Scheme pursuant to the increase in the pool as referred above and as detailed in the explanatory statement annexed hereto, be and is hereby approved and the revised scheme after giving effect to the above amendments be and is hereby adopted.

FURTHER RESOLVED THAT out of the overall pool of 10,00,000 (Ten Lakh Only) Equity Shares, the Trust may be issued such quantity of Equity Shares by the way of direct allotment as decided by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Equity Shares, if any, to be issued and allotted by the Company under the Scheme shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

FURTHER RESOLVED THAT the Company shall comply with the relevant Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme including authorizing the Board of Directors to appoint advisors, consultants or representatives, being incidental to the effective implementation and administration of the scheme and to make applications to the appropriate authorities, for their requisite approvals and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to delegate any or all of the above powers, authorities in favour of Directors or other officers of the Company for purpose of implementing this resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this 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: July 21, 2022
Place: Noida

NOTES:

1. In view of the relaxation granted by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, and Circular No. 02/2022 dated May 05, 2022 ('MCA Circulars') and SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI circular') (MCA Circular and SEBI Circular collectively referred as Circulars) has permitted the holding of the AGMs through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 23rd AGM of the Company is being held through VC/OAVM facility. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating through VC/OAVM facility is mentioned in Note No. 22 of the notice. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
2. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act setting out the material facts and reasons, in respect of Item No. 4 of this Notice of AGM is annexed herewith.
3. A member entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.

Since the AGM is being convened through VC/OAVM in terms of the Circulars, the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) intending to authorize their representatives to attend the AGM through VC/OAVM facility and/or vote through remote e-voting or e-voting at the AGM on its behalf are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorized signatory(s) to the Scrutinizer by email to shreyanshpjain@gmail.com with a copy marked to the Company at 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.
4. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2'), in respect of Director seeking re-appointment at the AGM are also annexed to this Notice.
6. The recording of the AGM and transcript shall also be made available on the Company's website at https://investor.indiamart.com/AGM_EGM.aspx in the Investors Relation Section, as soon as possible after the conclusion of the AGM.

7. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at its e-mail I'd cs@indiamart.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM may use the chat box facility provided by National Securities Depository Limited ('NSDL') for the same.
8. During the AGM, members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditors of the Company certifying that Indiamart Employee Stock Option Scheme, 2015 and Indiamart Employee Stock Benefit Scheme, 2018 of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other amendments for the time being in force and such other documents as referred in the Notice of the AGM and explanatory statement. Members seeking to inspect such documents can send an email to the Company at cs@indiamart.com.
9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and in terms of Circulars, companies will send Annual Report along with notice of the AGM and other communications through electronic mode to those Members who have registered their e-mail address either with the Company in case of shareholders holding shares in physical mode or with the Depository Participants ('DPs') in case of shareholders holding shares in demat mode. Members who have not registered their email id's in their demat accounts are requested to update/register their e-mail address with their respective DPs and members who are holding shares in physical mode are requested to 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 ('RTA') or to the Company.
10. In compliance with the aforesaid Circulars, the Notice of the AGM and Annual Report for FY 2022 along with login details for participating in the AGM through VC/OAVM facility including e-voting are being sent only through electronic mode to those Members whose e-mail IDs are registered with the Company or RTA or DPs. Members may note that this Notice of the AGM and Annual Report for FY 2022 will also be available on the Company's website at <https://investor.indiamart.com/>, Stock Exchange's website i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
11. The Notice of AGM and Annual Report for FY 2022 will be sent to those Members/ beneficial owners whose name will appear in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, August 19, 2022.
12. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company/RTA.
13. 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. Members can contact the Company or Company's RTA for any assistance in this regard.
14. Members are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to their respective DPs in case holding shares in demat mode 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>. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
15. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to

RTA. On or after April 01, 2023, in case any of the above cited documents/ details are not available in the folio(s), RTA shall be constrained to freeze such folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the Company's website at <https://investor.indiamart.com/InvestorForms.aspx>.

16. Non-Resident Indian members are requested to inform RTA, immediately of:
- Change in their residential status on return to India for permanent settlement;
 - Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
17. The dividend, as recommended by the Board of Directors of the Company in its meeting held on April 28, 2022 (₹ 2/- per equity share of face value ₹ 10/- each for FY 2022), if declared subject to the approval of the shareholders at the meeting, will be paid/ dispatched within 30 days from the date of AGM to those member(s) or their mandates:
- whose names appear as Beneficial Owners at the end of business hours on Friday, September 2, 2022, in the list of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
 - whose names appear as member(s) in the Register of Members of the Company on Friday, September 2, 2022.

Pursuant to the provisions of the Income Tax Act, 1961 ('the IT Act'), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ('TDS') from dividend paid to the members at rates prescribed in the IT Act. In order to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/RTA. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

A resident individual shareholder holding a valid PAN and having total estimated tax liability as NIL can submit duly signed declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> on or before Thursday, September 15, 2022.

For resident shareholders (other than individual) holding a valid PAN and not subject to withholding under section 194, can submit duly signed declaration along with other documents as sought separately to avail benefit of non deduction of tax at source by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> before Thursday, September 15, 2022.

For a Non-resident shareholder, applicable withholding tax rate is either 20% (plus applicable surcharge and 4% cess) as per the Income Tax Act or the tax rate as specified in the tax treaty, subject to providing necessary documents i.e. no permanent establishment and beneficial ownership etc., declaration, tax residency certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the documents through at <https://indiamart.com/submissionoftaxdocuments>. The aforesaid declarations and documents need to be submitted by the shareholders on or before Thursday, September 15, 2022.

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

The dividend approved by the members will be paid as per the mandate registered with the Company/RTA or with their respective DPs. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of address / bank particulars or bank mandates. Such changes are to be advised only to the DP by the members. For Members, who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses.

18. Members are requested to note that dividend which remains unclaimed for a period of seven (7) years from the date of transfer to the Company's unpaid dividend account and shares on which the dividend remains unclaimed for seven (7) consecutive years will be transferred to the Investor Education and Protection Fund ('IEPF') as per Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as well as any relevant circulars and amendments thereto. In view of the same, members who wish to claim their unclaimed dividend are requested to raise a request with the RTA or to the Company at its registered office and/ or email at cs@indiamart.com. Please refer Company's website <http://investor.indiamart.com/> for details related to unclaimed dividend amount.

19. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ('Electronic Bank Mandate'), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents to the Company at cs@indiamart.com or to the RTA at delhi@linkintime.com:

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

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

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

21. In compliance with the provisions of Section 108 of the Act read with the rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and the Circulars as issued by Ministry of Corporate Affairs, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by National Securities Depository Limited ('NSDL').

The Members can opt for only one mode of voting i.e., remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote casted through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM as under:

22. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

i. The remote e-voting period will commence on Friday, September 16, 2022 (09:00 a.m. IST) and ends on Monday, September 19, 2022 (05:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form as on the cut-off date i.e., Tuesday, September 13, 2022, may cast their vote electronically. A person, whose name appears in the Register of Members maintained by the Depositories as on the cut-off date, shall be entitled to avail the facility of remote e-voting.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

iii. Any person, who acquires equity shares and becomes a member of the Company after the date of electronic dispatch of the Notice of the AGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password to cast the vote.

iv. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system and join virtual meeting on NSDL e-voting system.

Details on Step 1 are mentioned below:

A) How to Log-in to NSDL e-voting website?

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 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. 5. Click on options available against company name or e-Voting service provider - NSDL 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. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5. <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 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 or joining virtual meeting and e-voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The Menu will have links of e-voting service provider i.e., NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. 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. 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.

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

B) Your User ID details are given below:

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

C) Your Password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. How to retrieve your 'initial password'?
 - a. 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'.
 - b. In case you have not registered your email ID, please follow instructions mentioned below in this notice.

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

- i. 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.
- ii. If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.co.in mentioning your demat account number, PAN, name and registered address etc.
- iii. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

F) Now, you will have to click on "Login" button.

G) After you click on the "Login" button, home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle is in active status.
3. Select "**EVEN**" of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
6. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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.

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 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, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – 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/ RTA/ 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 for procuring user id and password for e-voting by providing demat account number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned above for remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM

1. Members will be able to attend the AGM through VC/ OAVM provided by NSDL through the NSDL E-Voting system at <https://www.evoting.nsdl.com> under shareholders/members login by using their remote e-voting login credentials and selecting the EVEN for Company’s AGM. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. However, this number does not include the large Shareholders i.e., Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
3. Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members joining through Tablets/Laptops / Mobile devices etc are recommended to use stable Wi-Fi or LAN to mitigate any kind of glitches and for better experience.
4. Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.

D. THE INSTRUCTIONS FOR MEMBERS FOR ELECTION OF CHAIRMAN TO START THE AGM PROCEEDING ON THE DAY OF AGM ARE AS UNDER:

1. After successful login at Step 1 above, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see "**EVEN**" of Chairman Election of IndiaMART InterMESH Ltd whose voting cycle is in active status.
3. Select "**EVEN**" of Chairman Election, now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options and click on "**Submit**" and also "Confirm" when prompted.
5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

OTHER INSTRUCTIONS:

1. The Board of Directors of the Company has appointed Mr. Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No. 9515) as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 23rd AGM in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes casted through e-voting at the meeting and thereafter unblock the votes casted through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes casted in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company https://investor.indiamart.com/AGM_EGM.aspx under the head of 'Investor Relations' and on the website of NSDL at www.evoting.nsdl.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall place the results on their website.
4. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e., Tuesday, September 20, 2022.

By Order of the Board of
IndiaMART InterMESH Limited

Sd/-

Manoj Bhargava

Group General Counsel,

Company Secretary & Compliance Officer

Membership No.- F 5164

Date: July 21, 2022

Place: Noida

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

Item No. 4

The Company has in place ESOP Scheme namely Indiamart Employee Stock Benefit Scheme, 2018 ('the Scheme') under which Employee Stock Options ('ESOPs') and/or Stock Appreciation Rights ('SARs') may be granted to the eligible employees, whether present or future, of the Company and/or of its subsidiary Companies identified as eligible employees.

The Scheme was adopted and approved by the members of the Company in their Extra Ordinary General Meeting held on May 7, 2018. Subsequently, the Scheme was further ratified and amended by the member(s) of the Company through special resolution in their Extra Ordinary General Meeting held on June 11, 2018 and Annual General Meeting held on September 25, 2019.

The members approved 14,00,000 SAR units out of which 619,278 SAR units are remaining in the SAR pool as on June 30, 2022. Similarly, the Company had provisioned and approved 7,00,000 resultant equity shares of ₹ 10 each of the Company against SAR units out of which 258,584 equity shares are remaining in the share pool for issuance and allotment against the unvested and/or ungranted SAR Units. It may also be noted that out of the granted SAR units, 273,700 SAR Units are yet to be vested as on June 30, 2022.

Further, upon exercise of vested SAR units in terms of the Scheme, the eligible employee shall receive such number of Equity Shares the value of which is equivalent to the amount of appreciation which shall be calculated on the difference between SAR Price and Vesting Date Price, more particularly defined in the Scheme.

Considering the above exercise formula, the remaining 258,584 equity shares from the existing pool of resultant equity shares of 7,00,000 equity shares may fall insufficient to issue and allot against the remaining unvested SAR units as on June 30, 2022, therefore, in order to enable the Company to grant future SAR units out of remaining SAR pool to the eligible employees as detailed in the Scheme, it is proposed to increase the equity pool of existing number of resultant equity shares against the SAR units by adding 3,00,000 (Three Lakh Only) fresh equity shares in the existing pool of not more than 7,00,000 (Seven Lakh Only) Equity Shares aggregating to not more than 10,00,000 (Ten Lakh Only) Equity Shares under the Scheme. Consequent to such a change in the equity pool size, the relevant clause as detailed hereinafter of the Scheme is also required to be amended:

1. Increase in the Pool of the Scheme as per Article 6:

Old Provision	New Provision
6.3 The maximum number of Equity shares that may be issued and allotted pursuant to the exercise of options shall not be more than 45,492 (Forty Five Thousand Four Hundred and Ninety Two Only) Equity shares of Face Value of ₹ 10/- each and pursuant to the exercise of SAR to the Grantees under this scheme shall not be more than 700,000 (Seven Lacs Only) Equity shares of Face Value of ₹ 10/- each.	6.3 The maximum number of Equity shares that may be issued and allotted pursuant to the exercise of options shall not be more than 45,492 (Forty Five Thousand Four Hundred and Ninety Two Only) Equity shares of Face Value of ₹ 10/- each and pursuant to the exercise of SAR to the Grantees under this scheme shall not be more than 10,00,000 (Ten Lakh Only) Equity shares of Face Value of ₹ 10/- each.

The disclosures made under Explanatory Statement of Notice dated May 07, 2018, ratified by Shareholders dated June 11, 2018 and September 25, 2019 are same except the above.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on July 20, 2022 and July 21, 2022 proposed to increase the pool of existing number of resultant Equity Shares against the SAR units, in order to expand the benefit provided to the employees pursuant to the scheme along with the amendment in the relevant clause of the Scheme pursuant to such expansion of share pool size, subject to the approval of the members of the Company in the 23rd AGM of the Company.

The above changes in the Scheme are not detrimental to the interests of the employees and directors covered under the Scheme.

Hence, the approval of member(s) is hereby sought by way of Special Resolution as set out in Item No.4 to expand the pool of existing number of resultant Equity Shares against the SAR Units and to modify the relevant clause of the Scheme.

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 resolution except to the extent of their entitlements and /or Equity Shares held by them in the Company or the options may be granted under the Scheme.

Indiamart Employee Stock Benefit Scheme – 2018 and other documents referred to in the aforesaid resolutions are available for inspection electronically. Members seeking to inspect such documents electronically can send an email to the Company at cs@indiamart.com.

The amended Scheme shall be applicable from the date of passing of this resolution.