



indiamart®

# IndiaMART InterMESH Limited

Corporate Identity Number (CIN): L74899DL1999PLC101534

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## POST-BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF INDIAMART INTERMESH LIMITED

This post-buyback public announcement ("Post-Buyback Public Announcement") is being made in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force ("SEBI Buyback Regulations") regarding completion of the Buyback.

This Post-Buyback Public Announcement should be read in conjunction with the public announcement dated Wednesday, August 23, 2023, published on Thursday, August 24, 2023 ("Public Announcement"), the letter of offer dated Tuesday, August 29, 2023 ("Letter of Offer") issued in connection with the Buyback. Unless specifically defined herein, capitalised terms and abbreviations used herein shall have the same meaning as ascribed to them in the Letter of Offer.

### 1. THE BUYBACK

- IndiaMART InterMESH Limited ("Company") had announced the offer to buyback not exceeding 12,50,000 (Twelve Lakhs Fifty Thousand only) fully paid-up equity shares of the Company having the face value of Rs. 10/- each (Rupees Ten only) ("Equity Shares"), representing 2.04 % of the total number of Equity Shares in the total paid-up equity capital of the Company as on June 30, 2023, from all Eligible Shareholders (Equity Shareholders/Beneficial Owners as on the Record Date, being Friday, August 25, 2023) through the 'tender offer' on a proportionate basis as prescribed under the SEBI Buyback Regulations, at a price of Rs. 4,000/- (Rupees Four Thousand only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch, if any, filing fees to SEBI and any Appropriate Authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafter referred to as the "Buyback Offer Size").
- The Buyback Offer Size represents 24.12% and 24.33% of the aggregate of the Company's fully paid-up capital and free reserves as on June 30, 2023 based on last audited condensed interim standalone and consolidated financial statements of the Company for the period ended June 30, 2023, respectively.
- The Company had adopted the tender offer route for the purpose of Buyback. The Buyback was implemented through the "Mechanism for acquisition of shares through Stock Exchange", as notified by the Securities and Exchange Board of India ("SEBI") vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including any amendments or statutory modifications for the time being in force. For the purposes of the Buyback, National Stock Exchange of India Limited was the designated stock exchange.
- The Buyback Opening Date was Thursday, August 31, 2023, and the Buyback Closing Date was Wednesday, September 6, 2023.

### 2. DETAILS OF THE BUYBACK

- 12,49,979 (Twelve Lakhs Forty Nine Thousand Nine Hundred and Seventy Nine only) Equity Shares were bought back pursuant to the Buyback, at a price of Rs. 4,000/- (Rupees Four Thousand only) per Equity Share. Even though 12,50,000 Equity Shares tendered under the Buyback were accepted, the Company has been informed by the Registrar vide their email dated September 14, 2023 that based on the communication dated September 13, 2023, received from NSE Clearing Limited, 21 (Twenty One) Equity Shares were not received from National Securities Depository Limited ("NSDL") towards the pay-in for the settlement purposes. Accordingly, NSE Clearing Limited has done settlement for only 12,49,979 (Twelve Lakhs Forty Nine Thousand Nine Hundred and Seventy Nine only) Equity Shares. The settlement for remaining 21 (Twenty One) Equity Shares will be done by NSE Clearing Limited in due course, once such Equity Shares are received from NSDL towards the pay-in for the settlement purposes.
- The total amount to be utilized in the Buyback was Rs. 500 Crores (Rupees Five Hundred Crores only), excluding the Transaction Costs.
- The Registrar to the Buyback i.e., Link Intime India Private Limited ("Registrar"), considered a total of 1,35,288 valid bids for 4,28,79,104 Equity Shares in response to the Buyback resulting in the tender of approximately 34.30 times the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar are as follows:

Category	Number of Equity Shares reserved in the Buyback	Number of Valid Bids	Total Equity Shares Validly Tended	Response (%)
Reserved Category for Small Shareholders	1,87,500	1,31,583	6,96,659	371.55
General Category for all other Eligible Shareholders	10,62,500	3,705	4,21,82,445	3970.11
<b>Total</b>	<b>12,50,000</b>	<b>1,35,288</b>	<b>4,28,79,104</b>	<b>3430.33</b>

- All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance / rejection has been dispatched by the Registrar, via email, to the relevant Eligible Shareholders (who have their email IDs registered with the Company or the depositories) on September 12, 2023. In cases where email IDs were not registered with the Company or depositories, dispatch of physical letters of acceptance / rejection to the Eligible Shareholders by the Registrar was completed on September 13, 2023.
- The settlement of 12,49,979 Equity Shares was completed by NSE Clearing Limited on September 13, 2023. Further, the settlement of 21 Equity Shares was not completed as stated above in para 2.1. NSE Clearing Limited has made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India / relevant bank, due to any reasons, then the amount payable to the concerned shareholder was transferred to the Shareholder Broker or Seller Broker for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- 12,49,979 (Twelve Lakhs Forty Nine Thousand Nine Hundred and Seventy Nine only) Demat Shares accepted under the Buyback were transferred to the Company Demat Account on September 13, 2023. The unaccepted Demat Shares have been returned to respective Eligible Shareholders / Shareholders brokers / custodians and lien has been removed by NSE Clearing Limited on September 13, 2023.
- The extinguishment of 12,49,979 (Twelve Lakhs Forty Nine Thousand Nine Hundred and Seventy Nine only) Equity Shares accepted under the Buyback is currently under process and shall be completed in accordance with the SEBI Buyback Regulations on or before September 25, 2023. The extinguishment of remaining 21 (Twenty One) Equity Shares will be done once the Settlement is completed by NSE Clearing Limited in consultation with NSDL. The Company does not have shareholders holding shares in physical form.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company before and after the completion of the Buyback is set forth below:

Particulars	Present*	Post completion of the Buyback*
Authorised share capital	Rs. 99,44,25,584 (9,94,42,460 Equity Shares having face value Rs. 10 each and 3 (Three only) 0.01% Cumulative Preference Shares having face value of Rs. 328 each)	Rs. 99,44,25,584 (9,94,42,460 Equity Shares having face value Rs. 10 each and 3 (Three only) 0.01% Cumulative Preference Shares having face value of Rs. 328 each)
Issued, subscribed and paid-up share capital	Rs. 61,22,91,480 (6,12,29,148 Equity Shares of Rs. 10 each)	Rs. 59,97,91,480 (5,99,79,148 Equity Shares of Rs. 10 each) <sup>v</sup>

\*As on the date of the Letter of Offer, i.e., August 29, 2023.

<sup>v</sup>Subject to extinguishment of 12,50,000 Equity Shares accepted under the Buyback.

- Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back under the Buyback are as under:

Sr. No.	Name of Shareholder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback equity capital of the Company
1.	Dinesh Chandra Agarwal	3,53,595	28.29	0.59
2.	Brijesh Kumar Agrawal	2,39,612	19.17	0.40
3.	Arisaig Asia Fund Limited	44,719	3.58	0.07
4.	Westbridge Crossover Fund, LLC	41,385	3.31	0.07
5.	Arisaig Global Emerging Markets Fund (Singapore) Pte. Ltd.	29,694	2.38	0.05
6.	Uti Flexi Cap Fund	26,945	2.16	0.04
7.	Madhup Agrawal	17,429	1.39	0.03
8.	Mercer QIF Fund PLC-Mercer Investment Fund 1	14,721	1.18	0.02
9.	Dinesh Gulati	12,574	1.01	0.02

<sup>v</sup>Subject to extinguishment of 12,50,000 Equity Shares accepted under the Buyback.

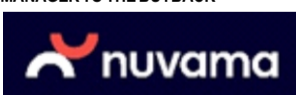
- The shareholding pattern of the Company before and after completion of the Buyback is set out below:

Category of Shareholder	Pre-Buyback*		Post-Buyback*	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters and members of the Promoter Group, and persons acting in concert (collectively "the Promoter")	3,01,35,048	49.22	2,95,14,888	49.21
<b>Shareholding of the Non-Promoter(s)</b>	<b>3,10,94,100</b>	<b>50.78</b>	<b>3,04,64,260</b>	<b>50.79</b>
Foreign Investors (including Non-Resident Indians/ FIIs / Foreign Mutual Funds)	1,85,54,929	30.30	3,04,64,260	50.79
Financial Institutions/Banks/ Banks & Mutual Funds promoted by Banks/ Institutions	36,86,053	6.02		
Others (Public, Public Bodies Corporate etc.)	88,53,118	14.46		
<b>Total</b>	<b>6,12,29,148</b>	<b>100.00</b>	<b>5,99,79,148</b>	<b>100.00</b>

\*As on the date of the Record Date i.e., August 25, 2023

<sup>v</sup>Subject to extinguishment of 12,50,000 Equity Shares accepted under the Buyback.

### 4. MANAGER TO THE BUYBACK



Nuvama Wealth Management Limited (Formerly known as Edelweiss Securities Limited)

801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051

Tel. No.: +91 22 4009 4400

Contact Person: Lokesh Shah

Email: IndiaMart@nuvama.com

Website: www.nuvama.com

CIN: U67110MH1993PLC344634

SEBI Reg no: INM00013004

Validity Period: Permanent

### 5. DIRECTORS' RESPONSIBILITY

In terms of Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts responsibility for all the information contained in this Post-Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may have been used and confirms that it contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of

IndiaMART InterMESH Limited

Sd/- Brijesh Kumar Agrawal Whole Time Director DIN: 00191760	Sd/- Dinesh Chandra Agarwal Managing Director & CEO DIN: 00191800	Sd/- Manoj Bhargava Group General Counsel, Company Secretary and Compliance Officer Membership No.: F 5164
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Place : New Delhi

Date : September 14, 2023

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