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indiamart®

IndiaMART InterMESH LIMITED

Our Company was incorporated in New Delhi as 'IndiaMART InterMESH Limited' on September 13, 1999, as a public limited company under the Companies Act, 1956, with a certificate of incorporation granted by the Registrar of Companies, National Capital Territory of Delhi and Haryana ("**RoC**").

Corporate Identity Number: U74899DL1999PLC101534

Registered Office: 1st Floor, 29 Daryaganj, Netaji Subhash Marg, New Delhi 110 002, India; **Tel:** (+91) (11) 3027 2100; **Fax:** (+91) (11) 4350 9807. For details of the change in the registered office of our Company, see "*History and Certain Corporate Matters*" on page 179 of the Prospectus dated June 27, 2019 ("**Prospectus**"). **Corporate Office:** 7th & 8th Floors, Advant-Navis Business Park, Plot No. 7, Sector 142, Noida 201 301, Uttar Pradesh, India; **Tel:** +91 (120) 6777 800; **Fax:** +91 (120) 4873 101; **Contact Person:** Manoj Bhargava, Senior Vice President (Legal and Secretarial), Company Secretary and Compliance Officer; **Tel:** +91 (120) 6777 800; **Fax:** +91 (120) 4873 101; **E-mail:** cs@indiamart.com; **Website:** www.indiamart.com

OUR PROMOTERS: DINESH CHANDRA AGARWAL AND BRIJESH KUMAR AGRAWAL

The Company has registered the Prospectus dated June 27, 2019 with the RoC, and the Equity Shares are proposed to be listed on the BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) and the trading will commence on or about July 4, 2019.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 4,887,862 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF INDIAMART INTERMESH LIMITED ("INDIAMART" OR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 973* PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING TO ₹ 4,755.89 MILLION (THE "OFFER") THROUGH AN OFFER FOR SALE OF (A) 2,590,000 EQUITY SHARES BY INTEL CAPITAL (MAURITIUS), LIMITED; 255,753 EQUITY SHARES BY AMADEUS IV DPF LIMITED AND 475,000 EQUITY SHARES BY ACCION FRONTIER INCLUSION MAURITIUS (TOGETHER, THE "INVESTOR SELLING SHAREHOLDERS"), (B) 852,453 EQUITY SHARES BY DINESH CHANDRA AGARWAL AND 577,656 EQUITY SHARES BY BRIJESH KUMAR AGRAWAL (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS") AND (C) AN AGGREGATE OF 137,000 EQUITY SHARES BY THE OTHER SELLING SHAREHOLDERS (COLLECTIVELY, THE "SELLING SHAREHOLDERS"). THE OFFER INCLUDES A RESERVATION OF 10,000 EQUITY SHARES, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES, (CONSTITUTING 0.04% OF THE POST-OFFER EQUITY SHARE CAPITAL OF THE COMPANY) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER", AGGREGATING TO 4,877,862 EQUITY SHARES. THE OFFER AND THE NET OFFER CONSTITUTE 16.99% AND 16.95% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF THE COMPANY, RESPECTIVELY.

***A discount of ₹ 97 per Equity Share has been offered to Eligible Employees Bidding in the Employee Reservation Portion.**

QIB Category: Not less than 75% of the Net Offer

Retail Category: Not more than 10% of the Net Offer

Non-Institutional Investor Category: Not more than 15% of the Net Offer

Employee Reservation: 10,000 Equity Shares for Eligible Employees

OFFER PRICE : ₹ 973 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH

THE OFFER PRICE IS 97.3 TIMES OF THE FACE VALUE

EMPLOYEE DISCOUNT : ₹ 97 PER EQUITY SHARE ON OFFER PRICE.

Risk to Investors

- **The three Book Running Lead Managers associated with the Offer have handled 25 public issues during the current financial year and two financial years preceding the current financial year, out of which 7 closed below the issue price on listing date.**
- **The Price/Earnings ratio based on diluted EPS for fiscal 2019 for the Company at the upper end of the Price band is as high as 203.41, on an unconsolidated basis and 127.79, on a consolidated basis. The P/E of Nifty 50 as on June 17, 2019 is 28.87.**
- **The average cost of acquisition per Equity Share for our Selling Shareholders is in the range of ₹ 0.24 to ₹ 385.00 per Equity Share. The Offer Price at the upper end of the Price Band is ₹ 973.**
- **Weighted Average Return on Net Worth for fiscals 2019, 2018 and 2017 is (4.68)% on an unconsolidated basis and 9.20% on a consolidated basis.**

BID/OFFER PERIOD

OPENED ON MONDAY, JUNE 24, 2019 | CLOSED ON WEDNESDAY, JUNE 26, 2019*

* The Anchor Investor Bidding Date was June 21, 2019. The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the "**SCRR**") and the Net Offer constitutes 16.95% of the post-Offer paid-up Equity Share capital of our Company. The Offer was made through the Book Building Process, in compliance with Regulation 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**"), where 75% of the Net Offer is Allotted on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Category**"), provided that our Company in consultation with the BRLMs, has allocated 60% of the QIB Category to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), of which one-third was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) was available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Category was available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer was available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Net Offer was available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (other than Anchor Investors) were mandatorily required to participated in this Offer through the Application Supported by Block Amount ("**ASBA**") process, and shall provide details of their respective bank account in which the Bid Amount will be blocked by the SCSBs. Anchor Investors were not permitted to participate in this Offer through the ASBA process. For details in this regard, specific attention is invited to "*Offer Procedure*" on page 500 of the Prospectus.

The Offer received 397,834 applications for 99,368,115 Equity Shares (prior to technical rejections) resulting in 20.3296 times subscription. The details of the applications received in the Offer from various categories are as under: (before technical rejections):

Sr. No.	Category	No. of Applications	No. of Equity Shares applied	Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
A	Anchor Investors	28	2,264,310	2,195,038	1.0316	2,203,173,630.00
B	Employee Reservation Portion	1,331	61,050	10,000	6.1050	53,579,730.00
C	Qualified Institutional Buyers	84	45,116,550	1,463,359	30.8308	43,898,403,150.00
D	Non Institutional Investors	341	45,425,160	731,679	62.0835	44,199,813,855.00
E	Retail Individual Investors	396,050	6,501,045	487,786	13.3277	6,326,814,846.00
	TOTAL	**397,834**	**99,368,115**	**4,887,862**	**20.3296**	**96,681,785,211.00**

Final Demand

A summary of the final demand as per BSE and NSE as on the Bid/Offer Closing Date at different Bid prices is as under:

Sl. No.	Bid Price (in ₹)	Bid Quantity	(%) To Total	Cumulative Total	Cumulative Total %
1	970	20,505	0.02	20,505	0.02
2	971	12,615	0.01	33,120	0.03
3	972	12,915	0.01	46,035	0.05
4	973	91,596,765	93.91	91,642,800	93.96
	CUTOFF	5,890,500	6.04	97,533,300	100.00
	TOTAL	**97,533,300**	**100.00**		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE on July 1, 2019.

A. Allotment to Retail Individual Investors (After Technical Rejections)

The Basis of Allotment to the Retail Individual Bidders, who have bid at the Cut-Off Price or at the Offer Price of ₹ 973 per Equity Share, was finalized in consultation with the NSE. This category has been subscribed to the extent of 13.1503 times. The total number of Equity Shares Allotted in this category is 487,786 Equity Shares to 32,519 successful Retail Individual Bidder. The category-wise details of the Basis of Allotment are as under:

Sl. No.	Category (No. of Shares applied for)	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	15	379,402	96.99	5,691,030	88.72	15	35:421	473,130
2	30	6,143	1.57	184,290	2.87	15	1:12	7,665
3	45	1,723	0.44	77,535	1.21	15	1:12	2,145
4	60	876	0.22	52,560	0.82	15	1:12	1,095
5	75	496	0.13	37,200	0.58	15	1:12	615
6	90	492	0.13	44,280	0.69	15	1:12	615
7	105	432	0.11	45,360	0.71	15	1:12	540
8	120	165	0.04	19,800	0.31	15	1:12	210
9	135	49	0.01	6,615	0.10	15	1:12	60
10	150	236	0.06	35,400	0.55	15	1:12	300
11	165	36	0.01	5,940	0.09	15	1:12	45
12	180	90	0.02	16,200	0.25	15	1:12	105
13	195	1,017	0.26	198,315	3.09	15	1:12	1,260
		1 Out of 977 Allottees from Serial no 2 to 13, was allotted 1(one) additional share					1:977	1
	TOTAL	**391,157**	**100.00**	**6,414,525**	**100.00**			**487,786**

B. Allotment to Non Institutional Investors (After Technical Rejections)

The Basis of Allotment to the Non-Institutional Bidders, who have bid at the Offer Price of ₹ 973 per Equity Share, was finalized in consultation with the NSE. This category has been subscribed to the extent of 62.0773 times. The total number of Equity Shares Allotted in this category is 731,679 Equity Shares to 261 successful Non-Institutional Bidder. The category-wise details of the Basis of Allotment are as under (Sample):

Sl. No.	Category (No. of Shares applied for)	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	210	50	14.84	10,500	0.02	15	11:50	165
2	270	2	0.59	540	0.00	15	1:2	15
3	375	2	0.59	750	0.00	15	1:2	15
4	570	1	0.30	570	0.00	15	1:1	15
5	900	3	0.89	2,700	0.01	15	1:1	45
6	990	1	0.30	990	0.00	16	1:1	16
7	1,125	1	0.30	1,125	0.00	18	1:1	18
8	1,455	1	0.30	1,455	0.00	23	1:1	23
9	1,590	1	0.30	1,590	0.00	26	1:1	26
10	2,055	2	0.59	4,110	0.01	33	1:1	66
11	2,670	1	0.30	2,670	0.01	43	1:1	43
12	3,075	2	0.59	6,150	0.01	50	1:1	100
13	5,490	1	0.30	5,490	0.01	88	1:1	88
14	8,370	1	0.30	8,370	0.02	135	1:1	135
15	10,275	4	1.19	41,100	0.09	166	1:1	664
16	12,360	1	0.30	12,360	0.03	199	1:1	199
17	15,450	1	0.30	15,450	0.03	249	1:1	249
18	21,795	1	0.30	21,795	0.05	351	1:1	351
19	30,825	2	0.59	61,650	0.14	497	1:1	994
20	37,950	1	0.30	37,950	0.08	611	1:1	611
21	57,000	1	0.30	57,000	0.13	918	1:1	918
22	102,765	5	1.48	513,825	1.13	1,655	1:1	8,275
23	154,155	6	1.78	924,930	2.04	2,483	1:1	14,898
24	256,935	5	1.48	1,284,675	2.83	4,139	1:1	20,695
25	380,265	1	0.30	380,265	0.84	6,126	1:1	6,126
26	565,260	2	0.59	1,130,520	2.49	9,106	1:1	18,212
27	10,27,740	4	1.19	41,10,960	9.05	16,556	1:1	66,224
28	11,30,520	4	1.19	45,22,080	9.96	18,212	1:1	72,848
29	11,40,795	3	0.89	34,22,385	7.53	18,377	1:1	55,131
30	11,81,910	15	4.45	1,77,28,650	39.03	19,039	1:1	2,85,585
31	1,200,000	1	0.30	1,200,000	2.64	19,331	1:1	19,331

C. Allotment to Eligible Employee under Employee reservation (After Technical Rejections)

The Basis of Allotment to the Eligible Employees, who have bid at the Offer Price of ₹ 973 per Equity Share (A discount of ₹ 97 per Equity Share has been offered to Eligible Employees Bidding in the Employee Reservation Portion), was finalized in consultation with the NSE. The Employee Reservation Portion has been subscribed to the extent of 3.9780 times. The total number of Equity Shares Allotted in this category is 10,000 Equity Shares to 310 successful Eligible Employees. The category-wise details of the Basis of Allotment are as under:

Sl. No.	Category (No. of Shares applied for)	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	15	110	26.07	1,650	4.73	15	16:55	480
2	30	67	15.88	2,010	5.76	15	38:67	570
3	45	39	9.24	1,755	5.03	15	34:39	510
4	60	32	7.58	1,920	5.50	17	1:1	544
5	75	17	4.03	1,275	3.65	21	1:1	357
6	90	13	3.08	1,170	3.35	26	1:1	338
7	105	22	5.21	2,310	6.62	30	1:1	660
8	120	28	6.64	3,360	9.63	34	1:1	952
9	135	2	0.47	270	0.77	39	1:1	78
10	150	9	2.13	1,350	3.87	43	1:1	387
11	165	8	1.90	1,320	3.78	47	1:1	376
12	180	3	0.71	540	1.55	52	1:1	156
13	195	6	1.42	1,170	3.35	56	1:1	336
14	210	3	0.71	630	1.80	60	1:1	180
15	225	40	9.48	9,000	25.78	64	1:1	2,560
16	240	3	0.71	720	1.93	64	1:1	192
17	300	3	0.71	900	1.93	64	1:1	192
18	330	2	0.47	660	1.29	64	1:1	128
19	345	2	0.47	690	1.29	64	1:1	128
20	495	1	0.24	495	0.64	64	1:1	64
21	510	4	0.95	2,040	2.58	64	1:1	256
22	555	1	0.24	555	0.64	64	1:1	64
23	570	7	1.66	3,990	4.51	64	1:1	448
		44 out of 63 Allotees from Serial no 15 to 23 were allotted additional 1 (one share) each				1	44:63	44
	TOTAL	**422**	**100.00**	**39,780**	**100.00**			**10,000**

D. Allotment to QIBs (excluding Anchor Investors) (After Technical Rejections)

Allotment to QIBs, who have Bid at the Offer Price of ₹ 973 per Equity Share, has been done on a proportionate basis in consultation with the NSE. This category has been subscribed to the extent of 30.8308 times of the QIB Portion. As per the SEBI Regulations, Mutual Funds were Allotted 5% of the Equity Shares of QIB Portion available i.e. 73,168 Equity Shares and other QIBs and unsatisfied demand of Mutual Funds were Allotted the remaining available Equity Shares i.e. 1,390,191 Equity Shares on a proportionate basis. The total number of Equity Shares Allotted in the QIB Portion is 1,463,359 Equity Shares, which were allotted to 84 successful QIB Bidders. The category-wise details of the Basis of Allotment are as under:

CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	FII	TOTAL
ALLOTMENT	176,681	272,762	9,991	94	366,795	636,560	476	**1,463,359**

E. Allotment to Anchor Investors

The Company and the Selling Shareholders, in consultation with the BRLMs, have allocated 2,195,038 Equity Shares to 15 Anchor Investors (through 28 Applications) at the Anchor Investor Offer Price of ₹ 973 per Equity Share in accordance with the SEBI Regulations. This represents 60.00% of the QIB Portion.

CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	TOTAL
ALLOTMENT	-	1,081,902	-	-	92,884	1,020,252	**2,195,038**

The IPO Committee of Board of Directors of the Company on July 2, 2019 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange, being NSE and has allotted the Equity Shares to various successful Bidders. The Allotment Advice-cum-Intimations and/ or notices will be dispatched to the address of the investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds, transfer to Public Offer Account have been issued on July 2, 2019 and payment to non-Syndicate brokers have been issued on July 2, 2019. In case the same is not received within ten days, investors may contact the Registrar to the Offer at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on July 2, 2019 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company has filed the listing application with NSE and BSE on July 2, 2019. The Company has received listing and trading approval from NSE and BSE and the trading will commence on or about July 4, 2019.

Note: All capitalized terms used and not defined herein shall have the respective meanings assigned to them in the Prospectus.

INVESTORS PLEASE NOTE

These details of the Allotment made have been hosted on the website of Registrar to the Offer, Link Intime India Private Limited at www.linkintime.co.in

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the First/ Sole applicant, Serial number of the ASBA form, number of Equity Shares bid for, name of the Member of the Syndicate, place where the bid was submitted and payment details at the address given below:

LINK Intime

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India.
Tel: +91 22 4918 6200; **Fax:** +91 22 4918 6195; **Email:** indiamart.ipo@linkintime.co.in;
Investor Grievance e-mail: indiamart.ipo@linkintime.co.in; **Website:** www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan; **SEBI Registration No.** INR000004058

For **IndiaMART InterMESH LIMITED**
On behalf of the Board of Directors
Sd/-
Company Secretary and Compliance Officer

Place : New Delhi
Date : July 3, 2019

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF INDIAMART INTERMESH LIMITED.

IndiaMART InterMESH LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, an initial public offering of its Equity Shares and has filed the Prospectus dated June 27, 2019 with the Registrar of Companies, National Capital Territory of Delhi & Haryana. The Prospectus is available on the website of SEBI at www.sebi.gov.in, and the BRLMs at www.icicisecurities.com, www.edelweissfin.com and www.jefferies.com. Investors should note that investment in equity shares involves a high degree of risk and for details refer to the Prospectus, including the section titled 'Risk Factors' on page 20 of the Prospectus.

This announcement is not an offer of securities for sale in the United States or elsewhere. This announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The securities described in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. No public offering of securities in the United States is contemplated.