

**COMMON BID CUM APPLICATION
FORM FOR ELIGIBLE
EMPLOYEES UNDER EMPLOYEES
RESERVATION PORTION**

INDIAMART INTERMESH LIMITED - INITIAL PUBLIC OFFER - ELIGIBLE EMPLOYEES

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 980; 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) 3977 666; Contact Person: Manoj Bhargava, Senior Vice President (Legal and Secretarial), Company Secretary
and Compliance Officer; Tel: +91 (120) 6777 800; Fax: +91 (120) 3977 666; E-mail: cs@indiamart.com; Website: www.indiamart.com

**FOR ELIGIBLE
EMPLOYEES BIDDING
IN THE EMPLOYEE
RESERVATION PORTION**



To,
The Board of Directors

INDIAMART INTERMESH LIMITED

100% BOOK BUILT OFFER

ISIN : INE933S01016

**Bid cum
Application
Form No.**

SYNDICATE MEMBER'S STAMP & CODE	REGISTERED BROKER/SCSB/CDP/CRTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
Mr./Ms./M/s. _____
Address _____
_____ Email _____
Tel. No. (with STD code) / Mobile _____
2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		5. CATEGORY																										
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID		Eligible Employee																										
4. BID OPTIONS (ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEES RESERVATION PORTION CAN BID AT "CUT-OFF")																												
Bid Options	<table border="1"> <tr> <th>No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="4">Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures only)</th> </tr> <tr> <th></th> <th>Bid Price</th> <th>Employees Discount</th> <th>Net Price</th> <th>"Cut-off" (Please tick)</th> </tr> <tr> <td>Option 1</td> <td>_____</td> <td>_____</td> <td>_____</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td>_____</td> <td>_____</td> <td>_____</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td>_____</td> <td>_____</td> <td>_____</td> <td><input type="checkbox"/></td> </tr> </table>			No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures only)					Bid Price	Employees Discount	Net Price	"Cut-off" (Please tick)	Option 1	_____	_____	_____	<input type="checkbox"/>	(OR) Option 2	_____	_____	_____	<input type="checkbox"/>	(OR) Option 3	_____	_____	_____	<input type="checkbox"/>
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(OR) Option 3	_____	_____	_____	<input type="checkbox"/>																								

6. INVESTOR STATUS
<input type="checkbox"/> Eligible Employees - EMP
EMPLOYEE CODE / NUMBER

7. PAYMENT DETAILS [IN CAPITAL LETTERS]	PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input checked="" type="checkbox"/>
Amount Blocked (₹ in figures) _____ (₹ in words) _____	
ASBA	
Bank A/c No. _____	
Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM, THE ATTACHED ABRIDGED PROSPECTUS, THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / CRTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : _____, 2019	I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE



**INDIAMART INTERMESH LIMITED -
INITIAL PUBLIC OFFER-ELIGIBLE EMPLOYEES
BIDDING IN THE EMPLOYEE RESERVATION PORTION**

Acknowledgement Slip for
Syndicate Member / Sub-
Syndicate Member / Registered
Broker / SCSB / CDP / CRTA

**Bid cum
Application
Form No.**

DPID / CLID	_____	PAN of Sole / First Bidder	_____
Amount Blocked (₹ in figures)	_____	ASBA Bank A/c No.	_____
Bank Name & Branch	_____		Stamp & Signature of SCSB Branch
Received from Mr./Ms./M/s.	_____		
Telephone / Mobile	_____	Email	

TEAR HERE

INDIAMART INTERMESH LIMITED - INITIAL PUBLIC OFFER-ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION	<table border="1"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td>_____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>Bid Price</td> <td>_____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>Amount Blocked (₹)</td> <td>_____</td> <td>_____</td> <td>_____</td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares	_____	_____	_____	Bid Price	_____	_____	_____	Amount Blocked (₹)	_____	_____	_____	<table border="1"> <tr> <td>Stamp & Signature of Syndicate Member / Sub-Syndicate Member / Registered Broker / SCSB / CDP / CRTA</td> <td rowspan="2">Name of Sole / First Bidder</td> </tr> <tr> <td>_____</td> </tr> </table>	Stamp & Signature of Syndicate Member / Sub-Syndicate Member / Registered Broker / SCSB / CDP / CRTA	Name of Sole / First Bidder	_____
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ASBA Bank A/c No. _____	_____	Acknowledgement Slip for Bidder																			
Bank Name & Branch _____	_____																				
Important Note : Application made using third party ASBA Bank A/c are liable to be rejected.		Bid cum Application Form No.																			

INDIAMART INTERMESH LIMITED

1

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS
DATED JUNE 17, 2019 (THE “RHP”). YOU ARE ENCOURAGED TO READ GREATER DETAILS AVAILABLE IN THE RHP.**

BIDDER’S UNDERTAKING AND CONFIRMATION FOR BID CUM APPLICATION FORM

(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)

On the basis of the red herring prospectus dated June 17, 2019 (the “RHP”) filed with the Registrar of Companies, National Capital Territory of Delhi & Haryana (the “RoC”), General Information Document for investing in public issues (“GID”) and having studied the attached details as per the Abridged Prospectus, I/We hereby apply for Allotment to me/us of the Equity Shares in the Offer upto my/our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/We are eligible person(s) to invest in the Offer in accordance with applicable laws. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be allotted to me/us subject to the terms of the RHP, Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. The amount payable on bidding has been blocked with the relevant SCSB. I/We undertake that I/We will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be allotted and to register my/our address as given in the depository records and to place my/our name on the register of members of the Company.

I/We further note that in case of Eligible Employees bidding in the Employee Reservation Portion, Bids will be rejected on technical grounds and/or as specified in the RHP, GID and the Abridged Prospectus. I/We authorize the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of Prospectus with the Registrar of Companies without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Offer.

FOR ELIGIBLE EMPLOYEES: (Only for sole/first Bidder): I confirm that I am an Eligible Employee as defined on page 6 of the RHP.

Further: 1) In accordance with ASBA process provided in the SEBI ICDR Regulations 2018 and as disclosed in the RHP, I/we authorize (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSB or the RTA at the Designated RTA Locations or the CDP at the Designated CDP Locations, as the case may be, to do all acts as are necessary to make the Application in the Offer, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid Cum Application Form, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer, after finalization of Basis of Allotment; and (b) the Registrar to the Offer to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the Application. 3) I/we hereby authorize the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSB or Collecting DP or the Collecting CRTA, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

As per existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see “Offer Procedure” and “Offer Procedure - Part B - GID - Section 3 - Category of investors eligible to participate in an Issue” on pages 500 and 519 of the RHP, respectively.

INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

1. Name of sole/ first Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the first Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form. The Bid means an ‘Indication to make an Offer’ and not ‘an Offer’.
2. The first Bidder, should mention his/ her PAN allotted under the Income Tax Act, DP ID and Client ID. Except for Bids by or on behalf of the Central or State Government and the officials appointed by the courts and by persons who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and by persons residing in the state of Sikkim, the Bidders, or in the case of Bid in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/ her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected other than as specified above.
3. Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar to the Offer will obtain Demographic Details registered with Depository Participants to be used, among other things, for Allotment, technical rejections or unblocking ASBA Account. Hence, Bidders are advised to immediately update any change in their Demographic Details as appearing on the records of the Depository Participant to ensure accuracy of records. Please note that failure to do so could result in failure in Allotment of Equity Shares, delays in unblocking of ASBA Account at the Bidders’ sole risk and neither the Syndicate nor the Registered Brokers nor the Registrar to the Offer or CRTAs/CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
4. **Bid Lot and Price Band:** The face value of Equity Shares is ₹10 each. The Price Band shall be decided by the Company in consultation with the Selling Shareholders and the BRLMs, and the minimum Bid Lot, rupee amount of the employee discount shall be decided by the Company in consultation with the BRLMs and shall be advertised in all editions of ‘The Financial Express’ (a widely circulated English national newspaper) and all editions of ‘Jansatta’ (a widely circulated Hindi national newspaper, Hindi also being the regional language of Delhi, where our Registered Office is situated), at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their website. In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the BRLMs and on the terminals of the Syndicate Members and by intimation to SCSBs, Registered Brokers, CDPs and CRTAs. The Employee Discount will also be announced two working days prior to the Bid/Offer Opening Date.
5. **Maximum and Minimum Bid Size:** Eligible Employees bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹ 500,000 (net of Employee Discount). Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, as determined at the completion of the Book Building Process. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws. For further details of restriction in shareholding refer to “Offer Procedure” on page 500 of the RHP.
6. The Bidder should mention his/her employee code number.
7. Please note that application made using third party ASBA Bank A/c are liable to be rejected.
8. Total Bid Amount payable must be calculated for the highest of three options, at Bid Price, at the time of the submission of the Bid cum Application Form. **“Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted”.** All NRI Bidders bidding on a non-repatriation basis by using the Resident forms are required to authorise their SCSB to block their Non-Resident Ordinary (NRO) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. All Bidders including Eligible NRI Bidders can obtain the Bid cum Application Form from the Company’s Registered Office and Corporate Office or from any of the Members of the Syndicate or CDPs or CRTAs or Registered Brokers from their offices. Bidders to please ensure that your Bank has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
9. Only the first Bidder is required to sign the Bid cum Application Form/ Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the first Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder (necessary revisions in the Bidders undertaking and institution will be required depending upon the jurisdiction in which the sale of shares in proposed).
10. **Multiple Bids:** Bids by Eligible Employees bidding under the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Further, bids by Eligible Employees in the Employee Reservation Portion (subject to the Application Amount being up to ₹ 500,000) (net of Employee Discount) shall also not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all portions. For further details, see “Offer Procedure” on page 500 of the RHP.
11. **Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Broker, CDPs, CRTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. c. Ensure that all applicable documents in support of the Bid are attached with the Application Form.
12. The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.
13. The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Our Company has not registered and does not intend to register under the U.S. Investment Company Act and investors will not be entitled to the benefits of the U.S. Investment Company Act. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to, or for the account or benefit of, U.S. Persons, in each case that are both “qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act and “qualified purchasers” as defined under the U.S. Investment Company Act in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Section 3(c)(7) of the U.S. Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares may not be re-offered, re-sold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulation S to a person outside the United States and not known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the Bombay Stock Exchange or the National Stock Exchange). You will be sent the RHP either in physical form or electronic form or both. You may not distribute or forward these documents and these documents are subject to the disclaimers and restrictions contained in or accompanying them. This Common Bid cum Application Form is being Offered to you on the basis that you (i) confirm that the representations, warranties, agreements and acknowledgment set out in “Other Regulatory and Statutory Disclosures” and “Offer Procedure.” of the RHP, and (ii) agree to abide by (1) this Common Bid cum Application Form and (2) the RHP, together with the terms and conditions contained therein.
14. You will be sent the RHP either in physical form or electronic form or both. You may not distribute or forward these documents and these documents are subject to the disclaimers and restrictions contained in or accompanying them. This Common Bid cum Application Form is being Offered to you on the basis that you (i) confirm that the representations, warranties, agreements and acknowledgment set out in “Other Regulatory and Statutory Disclosures” and “Offer Procedure.” of the RHP, and (ii) agree to abide by (1) this Common Bid cum Application Form and (2) the RHP, together with the terms and conditions contained therein.

Note : Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is available on the websites of the BRLMs and Stock Exchanges.

TEAR HERE

	COMPANY CONTACT DETAILS	REGISTRAR TO THE OFFER CONTACT DETAILS
<ul style="list-style-type: none">• In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Offer.• In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB.• In case of queries related to upload of Bids submitted to the Syndicate Members /RTAs/Registered Brokers/CDPs, as applicable the Bidders should contact the relevant Designated Intermediary.	INDIAMART INTERMESH LIMITED Registered Office: 1st Floor, 29 Daryaganj, Netaji Subhash Marg, New Delhi 110 002, India; Tel: (+91) (11) 3027 2100; Fax: (+91) (11) 4350 980. 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) 3977 666; Contact Person: Manoj Bhargava, Senior Vice President (Legal and Secretarial), Company Secretary and Compliance Officer; Tel: +91 (120) 6777 800, Fax: +91 (120) 3977 666; E-mail: cs@indiamart.com; Website: www.indiamart.com; CIN: U74899DL1999PLC101534	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

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

This is an abridged prospectus containing salient features of the red herring prospectus dated June 17, 2019 (the “RHP” or the “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP.

THE DOCUMENT CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND SIX PAGES OF THE ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus and the general information document for investing in public issues (“GID”) undertaken through the Book Building Process before applying in the Offer (as defined below). You may obtain a physical copy of the Bid cum Application Form and the RHP from Stock Exchanges (as defined below), Members of the Syndicate, Registered Brokers, Collecting Depository Participants (“CDPs”), Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Bankers to the Offer, Investors’ associations or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the websites of Securities and Exchange Board of India (“SEBI”), the Book Running Lead Managers (“BRLMs”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) i.e. www.sebi.gov.in, www.icicisecurities.com, www.edelweissfin.com, www.jefferies.com, www.bseindia.com and www.nseindia.com, respectively. Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP. Investors are advised to retain a copy of the RHP/abridged prospectus for their future reference.



INDIAMART INTERMESH LIMITED

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 980

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) 3977 666

Contact Person: Manoj Bhargava, Senior Vice President (Legal and Secretarial), Company Secretary and Compliance Officer

Tel: +91 (120) 6777 800; Fax: +91 (120) 3977 666; E-mail: cs@indiamart.com; Website: www.indiamart.com

OUR PROMOTERS: DINESH CHANDRA AGARWAL AND BRIJESH KUMAR AGRAWAL

OFFER DETAILS, LISTING AND PROCEDURE

INITIAL PUBLIC OFFERING OF UP TO 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 ₹ [●]* PER EQUITY SHARE (THE “OFFER PRICE”) AGGREGATING TO ₹ [●] MILLION (THE “OFFER”) THROUGH AN OFFER FOR SALE OF (A) UP TO 2,590,000 EQUITY SHARES BY INTEL CAPITAL (MAURITIUS), LIMITED; UP TO 255,753 EQUITY SHARES BY AMADEUS IV DPF LIMITED AND UP TO 475,000 EQUITY SHARES BY ACCION FRONTIER INCLUSION MAURITIUS (TOGETHER, THE “INVESTOR SELLING SHAREHOLDERS”), (B) UP TO 852,453 EQUITY SHARES BY DINESH CHANDRA AGARWAL AND UP TO 577,656 EQUITY SHARES BY BRIJESH KUMAR AGRAWAL (TOGETHER, THE “PROMOTER SELLING SHAREHOLDERS”) AND (C) UP TO AN AGGREGATE OF 137,000 EQUITY SHARES BY THE OTHER SELLING SHAREHOLDERS (AS DEFINED HEREINAFTER) COLLECTIVELY, THE “SELLING SHAREHOLDERS”). THE OFFER INCLUDES A RESERVATION OF UP TO 10,000 EQUITY SHARES, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER), (WHICH SHALL NOT EXCEED 5% OF THE POST-OFFER EQUITY SHARE CAPITAL OF OUR COMPANY) (THE “EMPLOYEE RESERVATION PORTION”). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE “NET OFFER”, AGGREGATING UP TO 4,877,862 EQUITY SHARES. THE OFFER AND THE NET OFFER SHALL CONSTITUTE 16.99% AND 16.95% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

(1) THE PRICE BAND WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE SELLING SHAREHOLDERS AND THE BOOK RUNNING LEAD MANAGERS; AND (2) THE RUPEE AMOUNT OF DISCOUNT, TO THE ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION (“EMPLOYEE DISCOUNT”) AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN ALL EDITIONS OF THE FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL NEWSPAPER) AND ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF DELHI, WHERE OUR REGISTERED OFFICE IS SITUATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (“BSE”) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”) AND TOGETHER WITH BSE, THE “STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOAD ON THEIR WEBSITES.

*A discount of up to ₹ 97 per Equity Share may be offered to Eligible Employees bidding in the Employee Reservation Portion (if any) (“Employee Discount”).

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and NSE. We have received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated August 7, 2018 and August 3, 2018, respectively. For the purpose of this Offer, NSE is the Designated Stock Exchange.

PROCEDURE

If you wish to know about processes and procedures applicable to public offers, you may request for a copy of the General Information Document (“GID”) from the Lead Managers or download it from the websites of the Stock Exchanges at www.bseindia.com, www.nseindia.com and the BRLMs at www.icicisecurities.com, www.edelweissfin.com and www.jefferies.com.

ELIGIBILITY FOR THE OFFER – REGULATION 26(2) OF SEBI ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS REGULATIONS, 2009 (“SEBI ICDR REGULATIONS”)

Whether our Company is compulsorily required to allot at least 75% of the net offer to public, to qualified institutional buyers – Yes

INDICATIVE TIMELINE

Bid/Offer Opening Date	June 24, 2019*	Unblocking of Funds from ASBA Accounts	On Or About July 2, 2019
Bid/Offer Closing Date	June 26, 2019	Credit of Equity Shares to Demat Account of Allottees	On Or About July 3, 2019
Finalisation of Basis of Allotment with the Designated Stock Exchange	On Or About July 1, 2019	Commencement of Trading of Equity Shares on the Stock Exchanges	On Or About July 4, 2019

* Our Company in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

This timetable, is indicative in nature and does not constitute any obligation or liability on the Company, the respective Selling Shareholders or the members of the Syndicate. While the Company will use best efforts to ensure that listing and trading of the Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, the timetable may be subject to change for various reasons, including extension of Bid/Offer Period by our Company, due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before making an investment decision in this Offer. For making an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specific attention of the investors is invited to “Risk Factors” on page 20 of the RHP and on page 7 of this Abridged Prospectus respectively.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BRLMs

Sr No.	Issue Name	Name of the Merchant Banker	+/- % change in closing price, [+/- % change in closing benchmark]		
			30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1.	Polycab India Limited	Edelweiss	15.36% [-5.35%]	N.A.	Not Applicable
2.	Aavas Financiers Ltd	ICICI Securities, Edelweiss	-19.32%, [1.76%]	2.39%, [4.09%]	38.82%, [12.74%]
3.	Fine Organic Industries Limited	Edelweiss	5.72% [6.56%]	35.20% [2.56%]	50.21% [1.90%]
4.	ICICI Securities Limited	Edelweiss	-27.93% [5.44%]	-37.26% [5.22%]	-44.39% [7.92%]
5.	Creditaccess Grameen Limited	ICICI Securities	-21.16%, [-3.80%]	-14.91%, [-8.00%]	-5.71%, [-8.13%]
6.	HDFC Asset Management Company Limited	ICICI Securities	+58.04%, [1.17%]	+29.60%, [-7.58%]	+23.78%, [-4.33%]
7.	Sandhar Technologies Limited	ICICI Securities	19.59% [+4.96%]	+15.41%, [+4.36%]	-4.20%, [+7.04%]
8.	Aster DM Healthcare Limited	ICICI Securities	-13.66%, [-3.77%]	-5.39%, [+1.00%]	-8.16%, [9.21%]
9.	Galaxy Surfactants Limited	ICICI Securities, Edelweiss	+1.14%, [-3.31%]	-0.85% [+1.33%]	-14.68%, [7.66%]
10.	Amber Enterprises India Limited^	Edelweiss	27.15% [-5.04%]	24.98% [-3.23%]	10.58% [2.07%]
11.	Newgen Software Technologies Limited	ICICI Securities, Jefferies	-0.20%, [-5.18%]	+2.51% [-3.51%]	-2.00%, [1.33%]
12.	Future Supply Chain Solutions Limited	Edelweiss	3.50% [3.00%]	6.91% [-1.86%]	-5.20% [4.13%]

Source: www.nseindia.com, www.bseindia.com

^ Amber Enterprises India Limited - employee discount of ₹ 85 per equity share to the offer price was offered to the eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹ 859 per equity share.

Notes:

- Benchmark index considered is NIFTY.
- 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day.
- Since 180 calendar days, from listing date has not elapsed for certain IPOs, data for the same is not available.
- Not Applicable – Period not completed.
- For common issues of ICICI Securities, Edelweiss and Jefferies, as may be applicable, the 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 30, 90 and 180 calendar days.
- If either of the 30th, 90th or 180th calendar days is a trading holiday, the next trading day has been considered for the computation.
- For Edelweiss the value are 2.42% [3.67%]. For arriving at the values by Edelweiss, trading day immediately preceding the holiday has been consider; in case reporting dates falls on a trading holiday.

For further details, please refer to “Price information of past issues handled by the BRLMs” starting on page 475 of the RHP.

Notice to Investors:

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any other applicable law of the United States and, unless so registered, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons as defined in Regulation S under the U.S. Securities Act (“U.S. Persons”) 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. Our Company has not registered and does not intend to register under the U.S. Investment Company Act. Accordingly, the Equity Shares are only being offered and sold (a) to persons in the United States or to, or for the account or benefit of, U.S. Persons, in each case that are both “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and “qualified purchasers” (as defined under the U.S. Investment Company Act) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance upon section 3(c)(7) of the U.S. Investment Company Act; or (b) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares may not be re-offered, re-sold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulation S to a person outside the United States and not known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the BSE or the NSE). See “Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions” on page 480 of the RHP.

As we are relying on an analysis that our Company does not come within the definition of an “investment company” under the U.S. Investment Company Act because of the exception provided under section 3(c)(7) thereunder, our Company may be considered a “covered fund” as defined in the Volcker Rule. See “Risk Factors - U.S. regulation of investment activities may negatively affect the ability of banking entities to purchase our Equity Shares” on page 42 of the RHP.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

BOOK RUNNING LEAD MANAGERS

ICICI Securities Limited Tel: (+91) (22) 2288 2460/70 Email: indiamart.ipo@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com	Edelweiss Financial Services Limited Tel: (+91) (22) 4086 3535 E-mail: indiamart.ipo@edelweissfin.com Investor Grievance E-mail: customerservice.mb@edelweissfin.com	Jefferies India Private Limited Tel: (+91) (22) 4356 6000 E-mail: INDIAMART.IPO@jefferies.com Investor Grievance E-mail: jipl.grievance@jefferies.com
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Name of Syndicate Members	Edelweiss Securities Limited
Registrar to the Offer	Link Intime India Private Limited Tel: +91 22 4918 6200; Email: indiamart.ipo@linkintime.co.in Investor Grievance e-mail: indiamart.ipo@linkintime.co.in
Statutory Auditor to the Company	S. R. Batliboi & Associates LLP, Chartered Accountants
Self Certified Syndicate Banks	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.
Registered Brokers	You can submit Bid cum Application Forms in the Offer to Registered Brokers at the Broker Centres. For further details, see section titled “Offer Procedure” on page 500 of the RHP.
Details regarding website address(es)/link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable	The list of the Registered Brokers is provided on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively, or such other website as updated from time to time. The list of the RTAs is provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, or such other website as updated from time to time. The list of the CDPs is provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, or such other website as updated from time to time. For further details, see section “Offer Procedure” on page 500 of the RHP.

PROMOTERS OF OUR COMPANY

The Promoters of our Company are Dinesh Chandra Agarwal and Brijesh Kumar Agrawal. As on the date of the RHP, our Promoters hold, in the aggregate, 15,909,400 Equity Shares which constitute 55.29% of our Company's paid-up Equity Share capital.

Details of our Promoters:

Dinesh Chandra Agarwal: He was previously the proprietor of InterMESH Systems, which was subsequently acquired by our Company, and has worked with Hindustan Management and Technical Services Private Limited, HCL America, Inc., HCL Limited, HCL Hewlett-Packard Limited, Centre for Development of Telematics (C-Dot) and CMC Limited. He is a charter member of The Indus Entrepreneurs (TiE), a global network of entrepreneurs and professionals. He is also a member of the governing council of the Indian and Mobile Association of India. He has been a Director on our Board since incorporation of our Company. He received the ‘Zee Business Dare to Dream Awards, 2018’ in the category of ‘inspirational leader’.

Brijesh Kumar Agrawal: He has experience in the field of internet, business management and supply chain. Previously, he worked with H N Miebach Logistics India Private Limited. He is a charter member of The Indus Entrepreneurs (TiE), a global network of entrepreneurs and professionals. He has been a Director on our Board since incorporation of our Company.

Our Group Companies are set forth below: Our Group Company is Mansa Enterprises Private Limited. Our Group Company is not listed.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

We are India's largest online B2B marketplace for business products and services with approximately 60% market share of the online B2B classifieds space in India in fiscal 2017, according to the KPMG Report. We primarily operate through our product and supplier discovery marketplace, www.indiamart.com or “IndiaMART”. Our online marketplace provides a platform for mostly business buyers, to discover products and services and contact the suppliers of such business products and services. IndiaMART had an aggregate of 325.8 million, 552.6 million and 723.5 million visits in fiscals 2017, 2018 and 2019, respectively, of which 204.8 million, 396.9 million and 550.3 million comprised mobile traffic, or 63%, 72% and 76% of total traffic, respectively.

Our competitive strengths: 1) IndiaMART's strong network effects and brand recognition drives leadership in the B2B marketplace in India; 2) Comprehensive, convenient and reliable platforms for buyers; 3) Efficient and effective marketing platform for suppliers; 4) Deep understanding of online trade and commerce in India that drives innovative solutions; 5) Robust mobile platform; and 6) Experienced management team and large sales and service representatives team with proven track record of performance.

Our strategies: 1) Continue to increase the size of IndiaMART marketplace; 2) Attract larger suppliers and leading brands while growing our core SME segment supplier base; 3) Enhance our buyers' experience; 4) Improve supplier engagement, services, retention and monetization; and 5) Continue investing in our mobile platforms and capabilities

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current / past position held in other firms
1.	Dinesh Chandra Agarwal	Managing Director	For details, refer to “ <i>Promoters of our Company</i> ” on page 5 of this Abridged Prospectus.
2	Brijesh Kumar Agrawal	Whole-time Director	For details, refer to “ <i>Promoters of our Company</i> ” on page 5 of this Abridged Prospectus.
3	Dhruv Prakash	Non-executive Director	He has previously worked at Korn/Ferry International Private Limited, Helion Ventures Private Limited, Hewitt Associates (India) Private Limited, Amar Dye-Chem Limited, DCM Toyota Limited, Hindustan Reprographics Limited and Escorts Limited.
4	Rajesh Sawhney	Independent Director	He has worked with Reliance Capital Limited and Reliance Entertainment Limited.
5	Elizabeth Lucy Chapman	Independent Director	She has previously worked with DBS Bank Limited, Goldman Sachs International, The Wellcome Trust Limited and Nahar Credits Private Limited.
6	Vivek Narayan Gour	Independent Director	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.

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefit of listing the Equity Shares on the Stock Exchanges and for the sale of an aggregate of up to 4,887,862 Equity Shares by the Selling Shareholders. Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders. Listing will also provide a public market for the Equity shares in India. Our Company will not receive any proceeds from the Offer and the entire proceeds from the Offer will go to the Selling Shareholders, in proportion to the Equity Shares offered and sold by the respective Selling Shareholder in the Offer for Sale. For further details, see “*The Offer*” on page 84 of the RHP.

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of Convertible Security, if any: Not Applicable

Name of Monitoring Agency: As the Offer is an offer for sale of Equity Shares and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Shareholding Pattern as on the date of RHP:

Category	Category of Shareholders	No. of shareholders	Pre-Offer number of Equity Shares held of face value of 10 each	% holding of pre-Offer Equity Share capital
(A)	Promoter & Promoter Group	20	16,567,200	57.58
(B)	Public	174	12,207,620	42.42
	Total	194	28,774,820	100.00

Number of Equity Shares proposed to be sold by Selling Shareholders:

S. No.	Selling Shareholder	Maximum number of Equity Shares offered for sale
1.	Intel Capital (Mauritius) Limited	2,590,000
2.	Amadeus IV DPF Limited	255,753
3.	Accion Frontier Inclusion Mauritius	475,000
4.	Dinesh Chandra Agarwal	852,453
5.	Brijesh Kumar Agrawal	577,656
6.	Praveen Kumar Goel	25,000
7.	Surat Singh Bhati	50,000
8.	Sanjeev Kumar	50,000
9.	Lalit Masta	2,000
10.	Anubha Gupta	2,000
11.	Neelima Gupta	8,000
	Total	4,887,862

RESTATED FINANCIAL INFORMATION

RESTATED UNCONSOLIDATED AUDITED FINANCIAL STATEMENTS

(All amounts in ₹ million except for share data percentages or as otherwise stated)

Particulars	For the year ended 31st March, 2019 (Ind AS)	For the year ended 31st March, 2018 (Ind AS)	For the year ended 31st March, 2017 (Ind AS)	For the year ended 31st March, 2016 (Indian GAAP)	For the year ended 31st March, 2015 (Indian GAAP)
Revenue from operations	4,972.75	4,035.48	3,086.29	2,462.45	1,728.90
Profit (loss) before tax	463.29	(1,874.82)	(130.96)	(427.80)	(189.79)
Profit(loss) for the year	125.93	(724.41)	(130.96)	(431.51)	(189.79)
Share Capital	285.92	99.77	91.69	753.89	581.69
Other equity / Reserves and surplus	1,320.90	(3,222.51)	(2,622.97)	(670.74)	(1,393.02)
Total equity / Shareholder's Fund	1,606.82	(3,122.74)	(2,531.28)	83.15	(811.33)
Basic earnings per share (EPS)	4.87	(37.83)	(7.14)	(23.53)	(10.35)
Diluted earnings per share (EPS)	4.78	(37.83)	(7.14)	(23.53)	(10.35)
Return on net worth (%)	7.84	(23.20)	(5.17)	518.95	(23.39)
Net asset value per share (₹) (considering face value of ₹ 10) (NAV)	56.20	(313.00)	(276.07)	9.07	(88.49)

RESTATED CONSOLIDATED AUDITED FINANCIAL STATEMENTS

(All amounts in ₹ million except for share data percentages or as otherwise stated)

Particulars	For the year ended 31st March, 2019 (Ind AS)	For the year ended 31st March, 2018 (Ind AS)	For the year ended 31st March, 2017 (Ind AS)	For the year ended 31st March, 2016 (Indian GAAP)	For the year ended 31st March, 2015 (Indian GAAP)
Revenue from operations	5,074.17	4,105.08	3,177.63	2,542.89	1,760.72
Profit (loss) before tax	539.23	(600.97)	(641.44)	(1,154.52)	(318.66)
Profit (loss) for the year	200.44	547.59	(643.46)	(1,159.06)	(318.84)
Share Capital	285.92	99.77	91.69	753.89	581.69
Other equity / Reserves and surplus	1,312.96	(3,312.46)	(3,992.15)	(1,526.87)	(1,521.54)
Non-controlling interests/ Minority interest	-	0.46	0.27	0.09	0.03
Total equity /Shareholder's Fund	1,598.88	(3,212.23)	(3,900.19)	(772.89)	(939.82)
Basic earnings per share (EPS)	7.75	28.60	(35.09)	(63.21)	(17.39)
Diluted earnings per share (EPS)	7.61	20.22	(35.09)	(63.21)	(17.39)
Return on net worth (%)	12.54	17.04	(16.50)	149.96	33.93
Net asset value per share (₹) (considering face value of ₹ 10) (NAV)	55.92	(322.02)	(425.40)	(84.29)	(102.50)

INTERNAL RISK FACTORS

Below mentioned risks are the top 10 risk factors as per the RHP:

1. We had incurred significant operating losses in the past and we may not be able to improve our financial position or generate sufficient revenue to achieve positive net worth.
2. If we are unable to maintain a critical mass of suppliers and buyers on our online marketplace, the perceived usefulness of our services may decline, and our business, revenue and prospects could suffer.
3. Competition from new and existing companies may reduce demand for our services or cause us to lose visitor traffic, market share or paying subscription suppliers, any of which could adversely affect our business, financial condition and results of operations.
4. Our business, financial condition, results of operations and cash flows could be materially and adversely affected if we are unable to retain existing paying subscription suppliers on or attract new paying subscription suppliers to IndiaMART.
5. The Red Herring Prospectus contains information from KPMG Research which we have commissioned.
6. We earn most of our revenue from Indian suppliers purchasing paid services on IndiaMART. Factors that adversely affect such Indian suppliers could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.
7. Despite our intent and efforts to have genuine items listed/content available on our online marketplace, we have been and may continue to be subject to allegations and lawsuits or negative publicity claiming that items listed and content available on our online marketplace are pirated, counterfeit or illegal.
8. Any factors that negatively affect the growth and profitability of the online commerce industry in India or the Internet as a medium for commerce in India could adversely affect our business, financial condition and results of operations and prospects.
9. We acquire a significant portion of our suppliers on IndiaMART through the unsolicited creation of supplier storefronts and such suppliers may refuse to consent to their information being made publicly available on our online marketplace, which may negatively affect our business and may subject us to various legal claims.
10. The growth of our business depends on the growth of mobile Internet penetration and supporting infrastructure in India, and the steady emergence of mobile technology as a viable medium for transacting business

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against our Company and amount involved

Sr. No	Nature of proceedings	No. of outstanding proceedings	Aggregate amount involved (to the extent ascertainable) (₹ in million)
Litigation against our Company			
	Criminal proceedings	3	0.60
	Action taken by statutory/regulatory authority	1	Not ascertainable
	Direct tax proceedings	5	20.38
	Indirect tax proceedings	3	23.46
	Civil proceedings	8	150.00
Litigation against our Subsidiaries			
	Criminal proceedings against our Subsidiaries	1	Not ascertainable
	Direct tax proceedings	1	237.15

B. Brief details of top 5 material outstanding litigations against our Company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved (₹ in million)
Against our Company				
1.	Ranjit Bose filed a first information report (“FIR”) against our Company and a supplier listed on our marketplace, alleging fraud and cheating due to non-receipt of certain products from such supplier. Our Company’s authorised representative attended the investigation and the investigating officer submitted the chargesheet before the Chief Judicial Magistrate Kolkata, and sought for our Company to be discharged from the litigation. For further details, see page 462 of the RHP.	Ranjit Bose	Outstanding	₹ 0.58
2.	Ramjee Lal Sharma filed an FIR against Dinesh Chandra Agarwal (in the capacity of our Managing Director) and a supplier listed on our marketplace for non-receipt of certain product from such supplier. Dinesh Chandra Agarwal filed a criminal writ petition before the Patna High Court seeking to quash the FIR, which was dismissed. Further, Dinesh Chandra Agarwal filed a special leave petition before the Supreme Court of India to stay further proceedings pursuant to the FIR, which was granted until further orders. For further details, see page 462 of the RHP.	Ramjee Lal Sharma	Outstanding	₹ 0.02
3.	Pawan Deep Singh, a partner of S.P. Foundries, filed an FIR against our Promoters, KMPs and certain senior employees (collectively, the “Accused”) alleging that contact and certain other details of the firm, S.P. Foundries, were displayed on our marketplace without prior permission. The Accused filed separate criminal miscellaneous writ petitions before the Allahabad High Court, seeking to quash the FIR and for directions restraining their arrest, such direction being granted until the submission of the police report. For further details, see page 463 of the RHP.	Pawan Deep Singh	Outstanding	Not Ascertainable
4.	The Senior Facilitator, Shops and Establishment Department, Mumbai issued a notice to our Company and our Promoters (the “Accused”) referring to Section 7(2A) of the Bombay Shops and Establishments Act, 1948 requiring the Accused to be present before the Metropolitan Magistrate (“MM”). Further, an application was filed before the MM alleging that the Accused had not been present and seeking for issue of bailable warrant, which were issued. The accused filed criminal revision applications before the Sessions Court, Mumbai seeking, a stay on the bailable warrants and proceedings before the MM. The Sessions Court ordered a stay against the execution of the bailable warrants against our Promoters which is currently valid, until June 24, 2019. For further details, see page 463 of the RHP.	Senior Facilitator, Shops and Establishment Department, Brihanmumbai Mahanagarपालिका, Mumbai	Outstanding	Not Ascertainable
Against our Subsidiary				
5.	Kundan Trading Company through Arvind Singh filed an FIR alleging illegal and unlawful use of its registered trademark by certain companies including Tolexo Online Private Limited (“TOPL”) by displaying infringing products on their marketplace. TOPL submitted a response stating that TOPL acted as an intermediary and has removed products with the impugned mark from its marketplace. For further details, see page 466 of the RHP.	Kundan Trading Company through Arvind Singh	Outstanding	Not Ascertainable

C. Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters / Group Company in last 5 financial years including outstanding action, if any.

Except the litigation disclosed above in Sr. No. 4 there is no other regulatory action or disciplinary action taken by SEBI or stock exchanges against our Promoters in last 5 financial years including outstanding action. For further details, see page 463 of the RHP.

D. Brief details of outstanding criminal proceedings against Promoters.

Except the litigation disclosed above in Sr. Nos. 2 and 3 above, there is no other criminal proceeding against our Promoters. For further details, see pages 462 and 463 of the RHP.

DECLARATION BY THE COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the disclosures made in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDER

The Selling Shareholders hereby certify that all disclosures and undertakings specifically made or confirmed by them in the Red Herring Prospectus about or in relation to themselves as a Selling Shareholder and the Equity Shares offered by them through the Offer for Sale in the Red Herring Prospectus, are true and correct. Other Selling Shareholders and the Investor Selling Shareholders assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in the Red Herring Prospectus

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IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

BIDDER'S UNDERTAKING FOR BID REVISION FORM

I/We (on behalf of joint Bidders, if any) confirm that the Acknowledgement Slip for my/our Bids is enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid cum Application Form submitted earlier by me/us.

I/We (on behalf of joint Bidders, if any) authorise you to reject this Bid Revision Form, in case any of the details of my/our existing Bids as appearing on the electronic book building system do not tally with the details given in this Bid Revision Form.

INSTRUCTIONS FOR FILLING UP THE REVISION FORM

1. Name of sole/ first Bidder should be exactly the same as it appears in the Depository records.
2. Please ensure that the Bid options provided are in the same order as that provided in the Bid cum Application Form submitted earlier.
3. In case there is no change in the particular Bid Option, please write "NO CHANGE". In case you want to cancel the Bid Option, please write "CANCELLED".
4. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
5. Please note that application made using third party ASBA Bank A/c are liable to be rejected.
6. Total Bid Amount payable must be calculated for the highest of three options, at Bid Price, Total Bid Amount to be paid must be calculated net of total amount paid at the time of submission of Bid cum Application Form. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
7. Only the first Bidder is required to sign the Bid cum Application Form/ Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the first Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder (necessary revisions in the Bidders undertaking and institution will be required depending upon the jurisdiction in which the sale of shares in proposed).
8. Revision of Bids in case of Revision of Price Band: In the event of an upward revision in the Price Band, Eligible Employees Bidding in the Employee Reservation Portion who had Bid at Cut-off Price could either (i) revise their Bid; or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹500,000 (net of Employee Discount) (for Eligible Employees Bidding in the Employee Reservation Portion if such Bidder wants to continue to Bid at Cut-off Price. The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. In case the Bid Amount for any Bid under the Employee Reservation Portion exceeds ₹500,000 (net of Employee Discount), respectively, due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Employee Discount, then such Bid may be rejected if it is at the Cut-off Price. If, however, the Eligible Employee does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Offered Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Eligible Employee and the Eligible Employee is deemed to have approved such revised Bid at Cut-off Price. In case of a downward revision in the Price Band, announced as above, Eligible Employee bidding the Employee Reservation Portion who has bid at Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account after the Allotment is finalised.
9. **Other Instructions:** a. Revision to Bids must be made only in the prescribed Revision Form, as applicable b. Revision Form must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Syndicate Members/ SCSBs/ Registered Brokers/CRTAs/CDPs will not be liable for errors in data entry due to incomplete or illegible Revision Forms; c. Ensure that Acknowledgement Slip for your Bid and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to issue instruction to block the revised amount in excess of their original blocked amount based on the cap of the revised Price Band upon an upward revision of their Bid.

OFFER STRUCTURE

Particulars	Eligible Employees	QIBs	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation**	Up to 10,000 Equity Shares	Not less than 3,658,397 Equity Shares	Not more than 731,679 Equity Shares or Net Offer less allocation to QIBs and Retail Individual Investors	Not more than 487,786 Equity Shares or Net Offer less allocation to QIBs and Non-Institutional Investors
Percentage of Offer size available for allocation	The Employee Reservation Portion shall constitute up to 5% of the post-Offer paid-up Equity Share capital of our Company	Not less than 75% of the Net Offer size shall Allotted to QIBs. 5% of the net QIB Category (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Category	Not more than 15% of the Net Offer or the Net Offer less allocation to QIBs and Retail Individual Investors	Not more than 10% of the Net Offer or the Net Offer less allocation to QIBs and Non Institutional Investors
Basis of Allotment if respective category is oversubscribed	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000 each.	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 73,168 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) 1,463,359 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	Proportionate	Proportionate, subject to minimum Bid Lot. For details, see “ Offer Procedure – Part B – Allotment Procedure and Basis of Allotment – Allotment to RIIs ” on page 545 of the RHP.
Mode of Bidding	Through ASBA process only (other than Anchor Investors)			
Minimum Bid	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 500,000, less Employee Discount, if any	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer (excluding the QIB Category), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share			
Who can Apply***	Eligible Employees such that the Bid Amount does not exceed ₹ 500,000	Public financial institutions specified in Section 2(72) of the Companies Act, FPIs (other than category III FPIs), scheduled commercial banks, mutual funds registered with the SEBI, venture capital funds registered with SEBI, FVCIs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial development corporations, NBFC-SI, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions, societies and trusts and any category III FPIs registered with SEBI	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs
Terms of Payment****	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank through the UPI Mechanism (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form			

^{*} Our Company may, in consultation with the BRLMs allocate up to 60% of the QIB Category to Anchor Investors at the price at which allocation is made to Anchor Investors, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLMs.

^{**} This Offer is being made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process wherein at least 75% of the Net Offer will Allotted to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not more than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. If at least 75% of the Net Offer cannot be Allotted to QIBs, the entire application money shall be refunded forthwith. Further, not more than 10% of the Net Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations 2018, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.

^{***} If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

^{****} Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.



ISIN : INE933S01016

**Bid cum
Application
Form No.**

SYNDICATE MEMBER'S STAMP & CODE		REGISTERED BROKER / SCB / CDP / CRI/STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER															
				Mr./Ms./M/s. <input type="text"/>															
				<input type="text"/>															
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		SCSB BRANCH STAMP & CODE		Address <input type="text"/>															
				<input type="text"/>															
				Email <input type="text"/>															
				Tel. No. (with STD code) / Mobile <input type="text"/>															
				2. PAN OF SOLE / FIRST BIDDER															
				<input type="text"/>															
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL															
				<input type="text"/>															
				<input type="text"/>															
				For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID															

4. FROM (AS PER LAST BID OR REVISION)																		
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)								Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures Only)									
									Bid Price			Employee Discount			Net Price			"Cut-off" (Please✓tick)
	8	7	6	5	4	3	2	1	3	2	1	3	2	1				
Option 1																		
(OR) Option 2																		
(OR) Option 3																		

5. TO (REVISED BID) (ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEES RESERVATION PORTION CAN BID AT "CUT-OFF")																		
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)								Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures Only)									
									Bid Price			Employee Discount			Net Price			"Cut-off" (Please✓/tick)
	8	7	6	5	4	3	2	1	3	2	1	3	2	1				
Option 1																		<input type="checkbox"/>
(OR) Option 2																		<input type="checkbox"/>
(OR) Option 3																		<input type="checkbox"/>

6. PAYMENT DETAILS [IN CAPITAL LETTERS] PAYMENT OPTION : FULL PAYMENT ☒ PART PAYMENT ☐

[illegible][illegible]

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM, THE ATTACHED ABRIDGED PROSPECTUS, THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE BIDDERS' UNDERTAKING AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCBS / CDP / CRTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : _____, 2019	I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE



**INDIAMART INTERMESH LIMITED -
INITIAL PUBLIC OFFER-ELIGIBLE EMPLOYEES
BIDDING IN THE EMPLOYEE RESERVATION PORTION**

**Acknowledgement Slip for
Syndicate Member / Sub-
Syndicate Member / Registered
Broker / SCSB / CDP / CRTA**

**Bid cum
Application
Form No.**

DPID / CLID														PAN of Sole / First Bidder													
Additional Amount Blocked (₹)										ASBA Bank A/c No.				Stamp & Signature of SCSB Branch													
Bank Name & Branch																											
Received from Mr./ Ms./M/s. _____																											
Telephone / Mobile						Email																					

TEAR HERE

INDIANAR INTERMEDI LIMITED - INITIAL PUBLIC OFFER/ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION		Option 1	Option 2	Option 3	Stamp & Signature of Syndicate Member / Sub-Syndicate Member / Registered Broker / SCSB / CDP / CRTA	Name of Sole / First Bidder _____ _____
	No. of Equity Shares					
	Bid Price					
	Additional Amount Blocked (₹)					
	ASBA Bank A/c No. _____ Bank Name & Branch _____ Important Note : Application made using third party ASBA Bank A/c are liable to be rejected.					Bid cum Application Form No. _____