



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 980. For details of the change in the registered office of our Company, see "History and Certain Corporate Matters" on page 178 of the Red Herring Prospectus dated June 17, 2019 ("RHP"). **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

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 (COLLECTIVELY, THE "SELLING SHAREHOLDERS"). THE OFFER INCLUDES A RESERVATION OF UP TO 10,000 EQUITY SHARES, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES, (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.

*A discount of ₹ 97 per Equity Share is being 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

Price Band: ₹ 970 to ₹ 973 per Equity Share of face value of ₹ 10 each.

The Floor Price is 97 times the face value of the Equity Shares and the Cap Price is 97.3 times the face value of the Equity Shares.

Bids can be made for a minimum of 15 Equity Shares and in multiples of 15 Equity Shares thereafter.

Employee discount of ₹ 97 per Equity Share is being offered to Eligible Employees Bidding in the Employee Reservation Portion.

ASBA *

Simple, Safe, Smart way of Application!!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below. Mandatory in public issues. No cheque will be accepted.



Investors have to apply through the ASBA process. *ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors. For details on the ASBA and UPI process, please refer to the details given in ASBA Form and abridged prospectus and also please refer to the section "Offer Procedure" on page 500 of the RHP. The process is also available on the website of Association of Investment Bankers of India and Stock Exchanges and in the General Information Document. ASBA Bid-cum-Application Forms can be downloaded from the websites of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HDFC Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI circular dated November 1, 2018. For details of the Banks eligible to act as Issuer Banks for UPI, kindly refer to the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intlml=40).

Risks 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.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company in consultation with the Book Running Lead Managers ("BRLMs"), on the basis of an assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors. The face value of the Equity Shares is ₹ 10 each and the Offer Price is 97 times the face value at the lower end of the Price Band and 97.3 times the face value at the higher end of the Price Band.

Investors should also refer to "Risk Factors", "Our Business", "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 20, 153, 206 and 440, of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- Strong network effects and brand recognition, driving leadership in the B2B marketplace in India;
- Comprehensive, convenient and reliable platforms for buyers;
- Efficient and effective marketing platform for suppliers;
- Deep understanding of online trade and commerce in India that drives innovative solutions;
- Robust mobile platform; and
- Experienced management team and large sales and service representatives team with proven track record of performance.

For further details, see "Risk Factors" and "Our Business" on pages 20 and 153, of the RHP, respectively.

Quantitative Factors

Some of information presented below relating to our Company is based on the on the Restated Unconsolidated Financial Statements and Restated Consolidated Financial Statements. For details, see "Restated Financial Statements" on page 206 of the RHP.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings/Loss per Share ("EPS")

As derived from our Restated Unconsolidated Financial Statements:

Year/Period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2019	4.87	4.78	3
March 31, 2018	(37.83)	(37.83)	2
March 31, 2017	(7.14)	(7.14)	1
Weighted Average	(11.37)	(11.41)	

As derived from our Restated Consolidated Financial Statements:

Year/Period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2019	7.75	7.61	3
March 31, 2018	28.60	20.22	2
March 31, 2017	(35.09)	(35.09)	1
Weighted Average	7.56	4.70	

Note: 1. The figures disclosed above are based on the Restated IndAS Consolidated Summary Statement of Assets and Liabilities of the Group. 2. The ratios have been computed as below: a. Basic earnings per share (₹) = Restated Net profit/loss attributable to equity shareholders / weighted average number of shares outstanding during the year. b. Diluted earnings per share (₹) = Restated Net profit/loss attributable to equity shareholders / weighted average number of diluted shares.

Note:

Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

Earnings per share calculations are in accordance with IndAS 33 (Earnings per Share).

Weighted average number of equity shares considered for the computation of diluted Earnings per Share are adjusted for the Dilutive portion of outstanding Employee Stock Options and Compulsory convertible preference shares as applicable. For years ended March 31, 2017 and March 31, 2016, the impact of employee stock options and Compulsory convertible preference shares is anti-dilutive.

Further, the company has also introduced IndiaMART employees stock benefits scheme 2018 the pool of which includes stock appreciation rights and stock options as approved by the shareholder at the general meeting held on 07 May 2018. All new grants will be governed by this scheme.

The Group has allotted bonus shares to the existing equity shareholders on 9 May 2018 in the ratio of 1:1 as approved by the shareholders at the general meeting held on 07 May 2018. Consequently, the number of shares have increased from 9,976,805 equity shares to 19,953,610 equity shares which has been adjusted while calculating EPS.

For further details, please see the section titled "Basis for Offer Price" on page 117 of the RHP.

BID/OFFER PERIOD

BID/OFFER OPENS ON MONDAY, JUNE 24, 2019* | BID/OFFER CLOSES ON WEDNESDAY, JUNE 26, 2019

* Our Company in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI/ICDR Regulations 2018. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

In case of a revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after such revision of the Price Band subject to the Bid/Offer Period not exceeding a total of 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 change on the websites of the Book Running Lead Managers ("BRLMs") and at the terminals of the other members of the Syndicate.

The Offer is being 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 is being 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 at least 75% of the Net Offer will be Allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Category"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis (the "Anchor Investor Portion"), of which one-third shall be 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) shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Category shall be 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. If at least 75% of the Net Offer cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Net Offer shall be 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) shall mandatorily participate 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 SCBSs. Anchor Investors are 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 RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (if applicable, in case RILs are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, investors are requested to see "History and Certain Corporate Matters" on page 178 of the RHP and Clause III (A) of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see "Material Contracts and Documents for Inspection" on page 565 of the RHP.

2. Price / Earning Ratio (P/E) in relation to the Price Band of ₹ 970 to ₹ 973 per Equity Share of the face value of ₹ 10 each

Particulars	Unconsolidated	Consolidated
P/E ratio based on Basic EPS for the fiscal ended March 31, 2019 at the Floor Price:	199.26	125.19
P/E ratio based on Basic EPS for the fiscal ended March 31, 2019 at the Cap Price:	199.88	125.58
P/E ratio based on Diluted EPS for the fiscal ended March 31, 2019 at the Floor Price:	202.78	127.40
P/E ratio based on Diluted EPS for the fiscal ended March 31, 2019 at the Cap Price:	203.41	127.79

Industry P/E ratio:

As on the date of the RHP, our Company does not have any listed peer group companies in India.

3. Return on Net Worth (RoNW)

Return on net worth derived from the Restated Unconsolidated Financial Statements:

Period/Year ended	RoNW (%)	Weight
March 31, 2019	7.84%	3
March 31, 2018	(23.20)	2
March 31, 2017	(5.17)	1
Weighted Average	(4.68)%	

Return on net worth derived from the Restated Consolidated Financial Statements:

Period/Year ended	RoNW (%)	Weight
March 31, 2019	12.54%	3
March 31, 2018	17.04	2
March 31, 2017	(16.50)	1
Weighted Average	9.20%	

Note:

Return on Net Worth (%) = Restated profit/ (loss) after tax attributable to equity shareholders / Restated Net worth at the end of the year

The weighted average return on net worth is a product of return on net worth and respective assigned weight, dividing the resultant by total aggregate weight.

4. Minimum Return on Total Net Worth after Offer, required for maintaining pre-Offer EPS as at March 31, 2019:

a) For Basic EPS

Particulars	Unconsolidated (%)	Consolidated (%)
At the Floor Price	8.72	13.94
At the Cap Price	8.72	13.94

b) For Diluted EPS

Particulars	Unconsolidated (%)	Consolidated (%)
At the Floor Price	8.57	13.70
At the Cap Price	8.57	13.70

5. Net Asset Value (NAV) per Equity Share

NAV	Unconsolidated (₹)	Consolidated (₹)
As on March 31, 2019	56.20	55.92
After the Offer		
- At the Floor Price	55.84	55.57
- At the Cap Price	55.84	55.57
At Offer Price	[*]	[*]

Net Asset Value (₹) = Restated net worth at the end of the year/ Total number of equity shares outstanding at the end of the year

6. Comparison with listed industry peers

As on the date of the RHP, our Company does not have any listed peer group companies in India.

7. The Offer Price is [*] times of the face value of Equity Shares

The Offer Price of ₹ [*] per Equity Shares has been determined by our Company in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company and the BRLMs believe that the Offer Price of ₹ [*] is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "Risk Factors", "Our Business" and "Restated Financial Statements" on pages 20, 153 and 206 of the RHP, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" and you may lose all or part of your investments.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER	
 ICICI Securities Limited ICICI Center, H. T. Parekh Marg, Churchgate, Mumbai 400 020 Maharashtra, India Tel: (+91) (22) 2288 2460/70 Fax: (+91) (22) 2282 6580 Email: indiamart.ip@icicisecurities.com Website: www.icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com Contact Person: Arjun A Mehrotra/Nidhi Wangnoo SEBI Registration No.: INM000011179	 Edelweiss Financial Services Limited 14th Floor, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098 Maharashtra, India Tel: (+91) (22) 4086 3535 Fax: (+91) (22) 4086 3610 E-mail: indiamart.ip@edelweissfin.com Website: www.edelweissfin.com Investor Grievance E-mail: customerservice.mb@edelweissfin.com Contact Person: Yash Modi SEBI Registration No.: INM000010650	Jefferies Jefferies India Private Limited 42/43, 2 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India Tel: (+91) (22) 4356 6000; Fax: (+91) (22) 6765 5595 E-mail: INDIAMART.IPO@jefferies.com Website: www.jefferies.com Investor Grievance E-mail: jipl.grievance@jefferies.com Contact Person: Jayaraman Ganapathy SEBI Registration No.: INM000011443	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.ip@linkintime.co.in Investor Grievance e-mail: indiamart.ip@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No. INF000004058	Manoj Bhargava IndiaMART InterMESH Limited 7th and 8th Floors, Advant Navis Business Park Plot number 7, Sector 142, Noida 201 301 Uttar Pradesh, India Tel: (+91) (120) 677 7800; Fax: (+91) (120) 399 7666 E-mail: cs@indiamart.com; Website: www.indiamart.com Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer, in case of any pre- Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, and non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

AVAILABILITY OF RHP: Investors are advised to refer to the RHP and the "Risk Factors" on page 20 of the RHP before applying in the Offer. A copy of the RHP is available on the website of the SEBI at www.sebi.gov.in, the websites of the BRLMs at www.icicisecurities.com, www.edelweissfin.com and www.jefferies.com and the Stock Exchanges at www.bseindia.com and www.nseindia.com.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of Company, IndiaMART InterMESH Limited, Tel: (+91) (11) 3027 2100; Fax: (+91) (11) 4350 980; **BRLMs: ICICI Securities Limited**, Tel: (+91) (22) 2288 2460/70; Fax: (+91) (22) 2282 6580; **Edelweiss Financial Services Limited**, Tel: (+91) (22) 4086 3535; Fax: (+91) (22) 4086 3610; **Jefferies India Private Limited**, Tel: (+91) (22) 4356 6000; Fax: (+91) (22) 6765 5595; **Syndicate Member: Edelweiss Securities Limited**, Telephone No: (+91) (22) 4063 5569; Facsimile: (+91) (22) 6747 1347 and at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, CRTAs and CDPs for participating in the Offer. ASBA will also be available on the websites of the Stock Exchanges and at all the Designated Branches of SCBSs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Anand Rathi Share & Stock Brokers Ltd.; Axis Capital Ltd.; Centrum Broking Limited; Dalal & Broacha Stock Broking Pvt. Ltd.; DB(International) Stock Brokers Ltd.; Edelweiss Securities Limited; HDFC Securities Limited; ICICI Securities Limited; IIFL Securities Ltd.; J M Financial Services Ltd.; Jobanputra Fiscal Services Pvt. Ltd.; Karvy Stock Broking Ltd.; Keynote Capitals Limited; Kotak Securities Limited; LKP Securities Ltd.; Motilal Oswal Securities Ltd.; Prabhudas Liladhar Pvt Ltd.; Pravin Ratilal Share and Stock Brokers Ltd.; RRR Equity Brokers Pvt Ltd.; Sharekhan Ltd.; SMC Global Securities Ltd. and Trade Bulls Securities (P) Ltd.

ESCROW BANK(S)/PUBLIC OFFER ACCOUNT BANK/REFUND BANK: HDFC Bank Limited.

SPONSOR BANK: HDFC Bank Limited.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: New Delhi
Date: June 18, 2019

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

IndiaMART InterMESH LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, an initial public offer of its Equity Shares and has filed a Red Herring Prospectus dated June 17, 2019 with the Registrar of Companies, National Capital Territory of Delhi & Haryana. The Red Herring Prospectus is available on the website of SEBI at www.sebi.gov.in, on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com 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 Red Herring Prospectus, including the section titled "Risk Factors" on page 20 of the Red Herring 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.