

May 17, 2023

To,  
**BSE Limited**  
(BSE: 542726)

**National Stock Exchange of India Limited**  
(NSE: INDIAMART)

**Subject: Notice of the 24<sup>th</sup> Annual General Meeting and Integrated Annual Report for FY 2022-23**

Dear Sir/Ma'am,

This is with reference to the provisions of Regulation 30, 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in furtherance to our letter dated April 28, 2023 informing about the 24<sup>th</sup> Annual General Meeting ('AGM') of the Company scheduled to be held on Tuesday, June 13, 2023 at 11:00 a.m. IST through Video Conferencing/Other Audio Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

In this regard, we wish to inform the following:

1. Pursuant to the said Circulars, AGM Notice and Integrated Annual Report for FY 2022-23 has been sent through electronic mode to all the members of the Company whose email addresses are registered with the Company/Registrar and Share Transfer Agent/Depository Participant(s). These documents are also available on the Company's website at <https://investor.indiamart.com/>.
2. The Company has provided the facility to its members to cast their vote by electronic means (through remote e-voting and e-voting at the AGM) on all the resolutions set out in the AGM notice, who are holding equity shares as on the cut-off date i.e., Tuesday, June 06, 2023. The remote e-voting will commence on Friday, June 09, 2023 (09:00 a.m. IST) and ends on Monday, June 12, 2023 (05:00 p.m. IST). Detailed instructions for registering email address(s) and e-voting/ attendance at the AGM are given in the AGM notice.
3. The AGM notice and Integrated Annual Report for FY 2022-23 are enclosed herewith.

Please take the above information on record.

Yours faithfully,  
**For IndiaMART InterMESH Limited**

**(Manoj Bhargava)**  
**Group General Counsel,**  
**Company Secretary & Compliance Officer**  
**Membership No: F5164**  
**Encl: As above**



### INDIAMART INTERMESH LIMITED

**Regd. Office:** 1<sup>st</sup> Floor, 29- Daryaganj, Netaji Subhash Marg, New Delhi- 110002

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

**CIN:** L74899DL1999PLC101534

**Website:** [www.indiamart.com](http://www.indiamart.com); **Ph. No:** +91-011-45608941/+91-9696969696

### NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Fourth (24<sup>th</sup>) Annual General Meeting ('AGM') of the member(s) of **IndiaMART InterMESH Limited** ('the Company') will be held on **Tuesday, June 13, 2023 at 11:00 a.m.** IST through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), for which purpose the Registered Office of the Company situated at 1<sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002 shall be deemed as the venue for the Meeting wherein the proceedings of the AGM shall be deemed to have been conducted, to transact the following businesses:

#### ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 20/- per equity share for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Dhruv Prakash (DIN: 05124958), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. To approve issue of bonus equity shares

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

**"RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with relevant rules framed thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations issued by the SEBI and the Reserve Bank of India ("RBI") (including any statutory modification(s) or re-enactment thereof from time to time), the relevant provisions of the Articles of Association of the Company subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions

and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as "Board", which expression shall be deemed to include a duly authorised Committee of Directors), the consent of the members of the Company be and is hereby accorded to issue bonus equity shares, by capitalising a sum not exceeding ₹ 30,61,45,740/- (comprising of ₹ 16,00,000/- from and out of the Capital Redemption Reserves and balance of ₹ 304,545,740/- from Securities Premium Account of the Company) as per the Audited Financial Statements of the Company for the financial year ended March 31, 2023 for the issue and allotment of 3,06,14,574 bonus equity shares of ₹ 10/- (Rupees Ten) each credited as fully paid-up equity shares to the equity shareholders of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on record date i.e., Wednesday, June 21, 2023 ("Record Date"), in the proportion of 1 (one) new fully paid-up equity share of ₹ 10/- (Rupees Ten) each for every 1(one) existing fully paid-up equity share of ₹ 10/- (Rupees Ten) each as held by them on the record date.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, to make appropriate adjustments to the Employee Stock Options/SARs unit (unvested or vested but not exercised) granted to the employees of the Company under Indiamart Employee Stock Benefits Scheme – 2018 ('Scheme') as on record date, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto from time to time, (whether vested but not exercised or unvested) be adjusted in accordance with the provisions as contained in the Scheme, for giving effect to the issue of Bonus Shares.

**FURTHER RESOLVED THAT** the Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and carry the same rights as the existing fully paid Equity Shares of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and the shareholders of the Company who hold shares of the Company in dematerialized form as on record date, the Bonus Shares shall be credited to the respective demat accounts of the shareholders and the shareholders of the Company who hold shares of the Company in physical form as on record date, the share certificate(s) in respect of the bonus equity shares shall be dispatched within such time as prescribed by law and the relevant authorities.

**FURTHER RESOLVED THAT** the issue and allotment of the proposed bonus shares to the extent that they relate to Members who are Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/guidelines issued/amended by RBI or any other authority, from time to time, in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to employees and/ or officers of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution."

By Order of the Board of  
**IndiaMART InterMESH Limited**

**Manoj Bhargava**

Group General Counsel,

Date: May 04, 2023 Company Secretary & Compliance Officer  
Place: Noida Membership No.- F 5164

#### NOTES:

1. In view of the relaxation granted by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 ('MCA Circulars') and SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('SEBI circular') (MCA Circular and SEBI Circular collectively referred as Circulars) has permitted the holding of the AGMs through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 24<sup>th</sup> AGM of the Company is being held through VC/OAVM facility. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating through VC/OAVM facility is mentioned in Note No. 21 of the notice. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
2. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act setting out the material facts and reasons, concerning the business under Item No. 4 of this Notice of AGM is annexed herewith. Further, the relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2'), in respect of Director seeking re-appointment at the AGM are also annexed to this Notice.
3. Since the AGM is being convened through VC or OAVM in terms of the Circulars, the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) intending to authorize their representatives to attend the AGM through VC/OAVM facility and/or vote through remote e-voting or e-voting at the AGM on its behalf are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorized signatory(s) to the Scrutinizer by email at [dpvassociatesoffice@gmail.com](mailto:dpvassociatesoffice@gmail.com) with a copy marked to the Company at [cs@indiamart.com](mailto:cs@indiamart.com). They can also upload the said documents by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
5. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial owners of the Company will be entitled to vote at the AGM.
6. The recording of the AGM and transcript shall also be made available on the Company's website at [https://investor.indiamart.com/AGM\\_EGM.aspx](https://investor.indiamart.com/AGM_EGM.aspx) in the Investors

- Relation Section, as soon as possible after the conclusion of the AGM.
6. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at its e-mail Id [cs@indiamart.com](mailto:cs@indiamart.com) mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM may use the chat box facility provided by National Securities Depository Limited ('NSDL') for the same.
  7. During the AGM, members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditors of the Company certifying that Indiamart Employee Stock Benefit Scheme, 2018 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other amendments for the time being in force and such other documents as referred in the Notice of the AGM and explanatory statement. Members seeking to inspect such documents can send an email to the Company at [cs@indiamart.com](mailto:cs@indiamart.com).
  8. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and in terms of Circulars, Company will send Annual Report along with notice of the AGM and other communications through electronic mode to those Members who have registered their e-mail address with the Depository Participants ('DPs') in case of shareholders holding shares in demat mode. Members who have not registered their email id's in their demat accounts are requested to update/register their e-mail address with their respective DPs.
  9. In compliance with the aforesaid Circulars, the Notice of the AGM and Annual Report for FY 2023 along with login details for participating in the AGM through VC/OAVM facility including e-voting are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company or RTA or DPs. Members may note that this Notice of the AGM and Annual Report for FY 2023 will also be available on the Company's website at [https://investor.indiamart.com/Annual\\_Report.aspx](https://investor.indiamart.com/Annual_Report.aspx), Stock Exchange's website i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  10. The Notice of AGM and Annual Report for FY 2023 will be sent to those Members/ beneficial owners whose name will appear in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, May 12, 2023.
  11. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
  12. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members can contact the Company or Company's RTA - Link Intime India Pvt. Ltd., for any assistance in this regard. Further, SEBI vide its circular dated March 16, 2023, provided clarifications on the norms/procedural requirements for processing service requests of investors.
  13. Members are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to their respective DPs in case holding shares in demat mode in terms of Section 72 of the Act. The nomination form can be downloaded from the Company's website at <https://investor.indiamart.com/InvestorForms.aspx>. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
  14. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/ details are not available in the folio(s), RTA shall be constrained to freeze such folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the Company's website at <https://investor.indiamart.com/InvestorForms.aspx>.
  15. Non-Resident Indian members are requested to inform RTA, immediately of:
    - a) Change in their residential status on return to India for permanent settlement;
    - b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.

16. The dividend, as recommended by the Board of Directors of the Company in its meeting held on April 28, 2023 (₹ 20/- per equity share of face value ₹ 10/- each for FY 2023), if declared subject to the approval of the shareholders at the meeting, will be paid/dispatched within 30 days from the date of AGM to those member(s) or their mandates:

- a) whose names appear as Members / Beneficial Owners at the end of business hours on Thursday, May 11, 2023, in the Register of Members / list of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
- b) whose names appear as member(s) in the Register of Members of the Company on Thursday, May 11, 2023.

Pursuant to the provisions of Finance Act, 2020, dividend income is taxable in the hands of the members w.e.f. April 01, 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to the members at rates prescribed in the Finance Act, 2020 and the amendments thereof. In order to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the Finance Act, 2020 with their DPs.

A resident individual shareholder holding a valid PAN and having total estimated tax liability as NIL can submit duly signed declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> on or before Wednesday, June 07, 2023. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

For resident shareholders (other than individual) holding a valid PAN and not subject to withholding under section 194, can submit duly signed declaration along with other documents as sought separately to avail benefit of non deduction of tax at source by uploading the documents through Company's Portal at <https://indiamart.com/submissionoftaxdocuments> on or before Wednesday, June 07, 2023.

For a Non-resident shareholder including Foreign Portfolio Investors, applicable withholding tax rate is either 20% (plus applicable surcharge and 4% cess) as per the Income Tax Act or the tax rate as specified in the tax treaty, subject to providing necessary documents i.e. no permanent establishment and beneficial ownership etc., declaration, tax residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the documents through Company's Portal

at <https://indiamart.com/submissionoftaxdocuments>. The aforesaid declarations and documents need to be submitted by the shareholders through Company's Portal on or before Wednesday, June 07, 2023

As per the NSDL Circular No. NSDL/CIR/II/03/2023 dated January 11, 2023, the Resident Non-Individual Members such as Insurance companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before Wednesday, June 07, 2023.

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

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

17. Members are requested to note that dividend if not encashed and which remains unclaimed for a period of seven (7) years from the date of transfer to the Company's unpaid dividend account and shares on which the dividend remains unclaimed for seven (7) consecutive years will be transferred to the Investor Education and Protection Fund ('IEPF') as per Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as well as any relevant circulars and amendments thereto. In view of the same, members who wish to claim their unclaimed dividend are requested to raise a request with the RTA or to the Company at its registered office and/or email at [cs@indiamart.com](mailto:cs@indiamart.com). Please refer the weblink at [https://investor.indiamart.com/Unpaid\\_Unclaimed\\_Dividend.aspx](https://investor.indiamart.com/Unpaid_Unclaimed_Dividend.aspx) for details related to unclaimed dividend amount.

18. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ('Electronic Bank Mandate'), can

register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents to the Company at [cs@indiamart.com](mailto:cs@indiamart.com) or to the RTA at [delhi@linkintime.com](mailto:delhi@linkintime.com):

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

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

19. All correspondence should be addressed to the RTA of the Company viz. Link Intime India Private Limited, Noble Heights, 1<sup>st</sup> Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel: 011 - 49411000, e-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
20. In compliance with the provisions of Section 108 of the Act read and the rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and the Circulars as issued by Ministry of Corporate Affairs, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by National Securities Depository Limited ('NSDL').

The Members can opt for only one mode of voting i.e., remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting

will be considered final and e-Voting at the AGM will not be considered.

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

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

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

- i. The remote e-voting period will commence on Friday, June 09, 2023 (09:00 a.m. IST) and ends on Monday, June 12, 2023 (05:00 p.m. IST). During this period, members holding shares in dematerialized form as on the cut-off date i.e., Tuesday, June 06, 2023, may cast their vote electronically. A person, whose name appears in the Register of Members maintained by the Depositories as on the cut-off date, shall be entitled to avail the facility of remote e-voting.

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


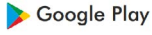


- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- iii. Any person, who acquires equity shares and becomes a member of the Company after the date of electronic dispatch of the Notice of the AGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and password to cast the vote.
- iv. The details of the process and manner for remote e-voting are explained herein below:

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

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

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
<p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>	
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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

#### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

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

#### C) Your Password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- E) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- F) Now, you will have to click on “Login” button.
- G) After you click on the “Login” button, home page of e-Voting will open.

#### Details on Step 2 are mentioned below:

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

1. After successful login at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle is in active status.
3. Select “**EVEN**” of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
6. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. For joining virtual meeting, you need to click on “**VC/OAVM**” link placed under “**Join General Meeting**”.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to at [dpvassociatesoffice@gmail.com](mailto:dpvassociatesoffice@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any query relating to remote e-voting you may refer the Frequently Asked Questions (‘FAQs’) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any queries, you may refer the FAQs for Members and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means.

Process for those Members whose email address are not registered with the Company / Depositories, for procuring user id and password and registration of e-mail address for e-voting for the resolutions set out in this Notice:

Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing demat account number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

**B. INSTRUCTIONS FOR E-VOTING DURING THE AGM**

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.
2. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company's name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
3. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. However, this number does not include the large Shareholders i.e., Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

5. Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members joining through Tablets/Laptops / Mobile devices etc are recommended to use stable Wi-Fi or LAN to mitigate any kind of glitches and for better experience.
6. Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.

**OTHER INSTRUCTIONS:**

1. The Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500) as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 24<sup>th</sup> AGM in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes casted through e-voting at the meeting and thereafter unblock the votes casted through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes casted in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [https://investor.indiamart.com/AGM\\_EGM.aspx](https://investor.indiamart.com/AGM_EGM.aspx) under the head of 'Investor Relations' and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall place the results on their website.
4. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. Tuesday, June 13, 2023.

By Order of the Board of  
**IndiaMART InterMESH Limited**

**Manoj Bhargava**

Group General Counsel,

Date: May 04, 2023 Company Secretary & Compliance Officer

Place: Noida

Membership No.- F 5164

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

### Item No. 4

In appreciation to the continuing support from the members of the Company and in view of the fact that the Company has accumulated sufficient amount outstanding in its Capital Redemption Reserve and Securities Premium Reserve and which it wishes to capitalize, the Board of Directors of the Company, at its meeting held on April 28, 2023, subject to approval of the shareholders of the Company and any other statutory and regulatory approvals as applicable, approved and recommended bonus issue of equity shares in the proportion of One (1) equity share of ₹ 10 (Rupees Ten) each fully paid-up for every One (1) existing equity share of ₹ 10 (Rupees Ten) each fully paid-up of the Company held by the shareholders as on the Record Date by capitalising a sum not exceeding ₹ 30,61,45,740 (comprising of ₹ 16,00,000/- from and out of the Capital Redemption Reserves and balance of ₹ 304,545,740/- from Securities Premium Account of the Company) as per the Audited Financial Statements of the Company for the financial year ended March 31, 2023. Further, the Board of Directors has approved the record date for the purpose of determination of the shareholders who shall be entitled to Bonus Shares, as Wednesday, June 21, 2023, vide its resolution dated May 04, 2023.

Presently, the Authorised Share Capital of the Company is ₹ 99,44,25,584/- consisting of 9,94,42,460 Equity Shares having face value ₹ 10/- each and 3 (Three Only) 0.01% Cumulative Preference Shares having face value of ₹ 328/- each and the Paid up Share Capital of the Company is ₹ 30,61,45,740 divided into 30,614,574 Equity Shares of ₹ 10 each.

Post approval of the shareholders for the bonus issue, the paid-up equity share capital of the Company would increase to ₹ 612,291,480/- consisting of 61,229,148 equity shares of face value of ₹ 10/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines and regulations issued by SEBI and subject to such approvals, if required, from the statutory authorities.

The Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and carry the same rights as the existing fully paid Equity Shares of the Company.

The bonus issue of equity shares would, *inter-alia*, require appropriate adjustments to the Employee Stock Options/SARs unit values (unvested or vested but not exercised) granted to the employees of the Company under Indiamart Employee Stock Benefits Scheme – 2018 ('Scheme') as on record date i.e., Wednesday, June 21, 2023, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto from time to time, (whether vested but not exercised or unvested) be adjusted in accordance with the provisions as contained in the Scheme, for giving effect to the issue of Bonus Shares.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the proposed item no. 4, except to the extent of their shareholding in the Company.

The Board recommends the resolution set out in item No. 4 for approval by the shareholders by way of an **Ordinary Resolution**.

## ANNEXURE A

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be re-appointed:

<b>Name of the Director</b>	Mr. Dhruv Prakash															
<b>Date of Birth &amp; Age</b>	November 13, 1951 71 Years															
<b>Qualification</b>	He holds a bachelor's degree in science from Meerut University, a master's degree in Science (Chemistry) from Meerut University and a Post graduate Diploma in business administration from the Indian Institute of Management Ahmedabad.															
<b>Terms and Conditions of appointment/ re-appointment</b>	Non-Executive Director, liable to retire by rotation.															
<b>Details of Remuneration sought to be paid</b>	a) Sitting Fee paid as director for attending the Meetings of Board and Committees. b) Payment of professional fee for rendering management consultancy and leadership development services.															
<b>Last Remuneration drawn (Per Annum)</b>	He received ₹ 13.60 Lakhs as sitting fee and ₹ 22.50 Lakhs for rendering management consultancy and leadership development services during FY 2022-23.															
<b>Experience &amp; Expertise</b>	He has 44 years of Industry experience and currently he is engaged in his independent professional practice for rendering management consultancy and leadership development services including coaching of senior management for various companies viz. Space Matrix Design Consultants and Blink Design Group (Singapore).  He has vast experience in the field of management consulting, finance, manufacturing and chemicals, having worked with Korn/Ferry International Private Limited, Helion Ventures Private Limited, Hewitt Associates (India) Private Limited, Amar Dye-Chem Limited, DCM Toyota Limited, Hindustan Reprographics Limited, Escorts Limited, Reliance Industries, Gulf Oil, Make My Trip, Helion Advisors and Jungle Ventures (Singapore).															
<b>Date of first appointment on the Board</b>	He was first appointed to our Board on May 11, 2012 and resigned from our Board on January 27, 2015 and was subsequently re-appointed on September 01, 2016.															
<b>No. of equity shares held in the Company* (including shareholding as beneficial owner)</b>	13,760 equity shares															
<b>Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company</b>	No relation															
<b>Number of Board Meetings attended during FY 2023</b>	Five (5)															
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards*</b>	<b>Directorship in the following Companies:</b> a) SBI Mutual Fund Trustee Company Private Limited b) Bharat Hotels Limited  <b>Committee Positions in the following Companies:</b>															
	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Position held (Chairman/Member)</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Bharat Hotels Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Chairperson</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="2">SBI Mutual Fund Trustee Company Private Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Position held (Chairman/Member)	Bharat Hotels Limited	Audit Committee	Member	Stakeholders Relationship Committee	Chairperson	Nomination and Remuneration Committee	Chairperson	SBI Mutual Fund Trustee Company Private Limited	Audit Committee	Member	Risk Management Committee	Member
Name of the Company	Name of the Committee	Position held (Chairman/Member)														
Bharat Hotels Limited	Audit Committee	Member														
	Stakeholders Relationship Committee	Chairperson														
	Nomination and Remuneration Committee	Chairperson														
SBI Mutual Fund Trustee Company Private Limited	Audit Committee	Member														
	Risk Management Committee	Member														
<b>Listed entities from which the Director has resigned in the past three years</b>	Fostiima Integrated Learning Resources Private Limited															

\*As on April 01, 2023



# EMPOWERING BUSINESSES

ANNUAL REPORT 2023



# EMPOWERING BUSINESSES

## Our Approach to the Adoption of Integrated Reporting <IR>

IndiaMART is in the second year of its journey towards Integrated Reporting following the <IR> Principles and Framework of Value Reporting Foundation ('VRF'), formed as a merger of International Integrated Reporting Council ('IIRC') and Sustainability Accounting Standards Board ('SASB'). We adopted such reporting in FY 2022 in line with SEBI's circular dated February 06, 2017, asking top 1,000 companies to voluntarily adopt integrated reporting.

Integrated Reporting has emerged as a globally best practice with its focus on meaningfully combining financial and non-financial information to provide an all-inclusive depiction of its value creation over short, medium and long-term. In this Report, we provide information on our six capitals, value creation process, engagement mechanism with stakeholders and our strategic orientation. In the coming years, we intend to add more elements as per <IR> Framework to make the Report more comprehensive in terms of disclosures to the relevant stakeholders.

### Reporting Principle

The non-statutory section of this Report is guided by VRF's <IR> Framework. The statutory and financial sections comply with the requirements of Companies Act, 2013 (and Rules made thereunder), Indian Accounting Standards, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards.

### Reporting Period, Scope and Boundary

The Report covers the key statutory financial information and activities of IndiaMART for FY 2023. Material events post March 31, 2023 till April 28, 2023 when the Board of Directors ('Board') approved the Report, have been included. Material information relating to subsidiaries, associates and strategic investments has also been considered while making this Report. Our subsidiaries include Busy Infotech Private Limited, HelloTrade Online Private Limited, Livekeeping Technologies Private Limited, Pay with IndiaMART Private Limited, Tolexo Online Private Limited and Tradezeal Online Private Limited. Associates and Investments include Adansa Solutions Private

Limited, Agillos e-Commerce Private Limited, Edgewise Technologies Private Limited, Fleetx Technologies Private Limited, IB Monotaro Private Limited, Instant Procurement Services Private Limited, Legistify Services Private Limited, Mobisy Technologies Private Limited, Mynd Solutions Private Limited, Shipway Technologies Private Limited, Simply Vyapar Apps Private Limited, Truckhall Private Limited, Zimyo Consulting Private Limited. Unless explicitly mentioned otherwise, financial figures wherever used are computed on standalone basis. Number and percentages, wherever required, have been rounded off.

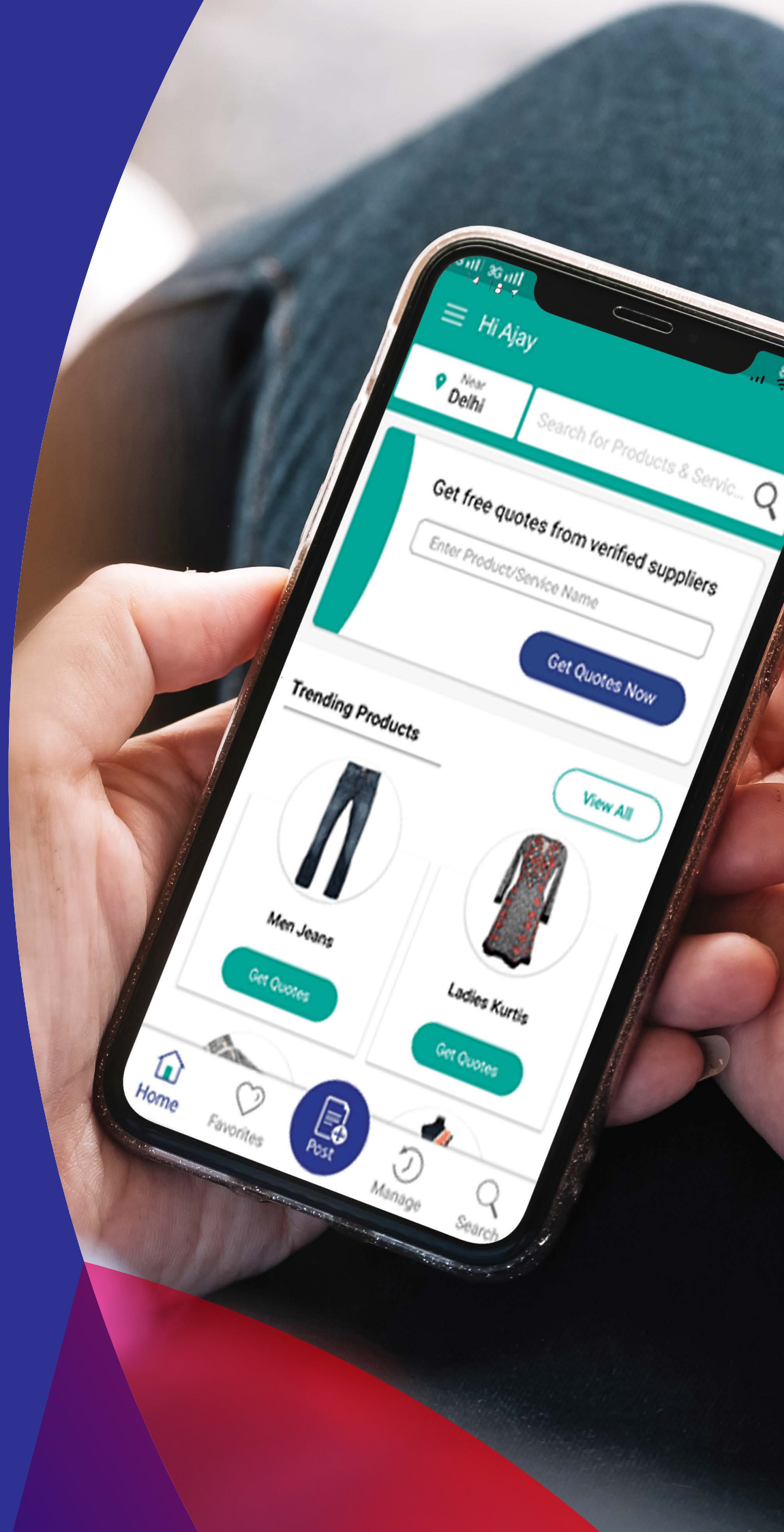
### Board Approval

A dedicated reporting team supported by the Executive Management is responsible for drafting the Report. The Board takes responsibility for the integrity of this Report. The Report covers IndiaMART's business and associated activities that assist in value creation and provides a balanced representation of the material matters and the strategic orientation of the Company.

## Key Highlights FY 2023

Collections from customers	EBITDA	Paying subscription suppliers	Business enquiries delivered
<b>₹ 11,666 Million</b>	<b>₹ 2,616 Million</b>	<b>202,690</b>	<b>479 Million</b>
Cash generated from operating activities	Net profit	Live product listings	Annualised revenue per paying subscriber
<b>₹ 4,636 Million</b>	<b>₹ 2,722 Million</b>	<b>95 Million</b>	<b>₹ 46,318</b>
Deferred revenue	Traffic	Registered buyers	Employees added to serve the growing paying subscription suppliers
<b>₹ 11,344 Million</b>	<b>1,021 Million</b>	<b>170 Million</b>	<b>911</b>
Revenue from operations	Indian supplier storefronts	Unique business enquiries	
<b>₹ 9,388 Million</b>	<b>7.5 Million</b>	<b>88 Million</b>	

Numbers as at and for the year ended March 31, 2023



# CONTENTS

## 02-15

### Corporate Overview

- 02 Empowering Businesses
- 04 IndiaMART at a Glance
- 08 IndiaMART Ecosystem
- 14 Our Strategy
- 15 Awards and Accolades

## 18-45

### Strategy Review

- 18 Our robust and scalable business model
- 22 Message from the MD & CEO
- 24 Key Performance Indicators
- 26 Partnering businesses through Enterprise Solutions
- 28 Opportunities driving optimism of long-term growth
- 32 Stakeholder Relations
- 34 Materiality Assessment
- 35 Risk Management
- 40 Sharpening the IndiaMART brand edge
- 44 Board of Directors & Management Team

## 46-81

### Environment, Social and Governance

- 46 Empowering All Through Ease of Doing Business
- 48 Environment
- 55 Social
- 73 Governance

## 82-170

### Statutory Reports

- 82 Management Discussion and Analysis
- 88 Boards' Report
- 107 Report on Corporate Governance
- 138 Business Responsibility & Sustainability Reporting

## 171-337

### Financial Statements

- 171 Standalone
- 250 Consolidated

To learn more about the Company, visit:  
<https://investor.indiamart.com/>

iOS



Android



# EMPOWERING BUSINESSES

Amid the expanding role of small businesses in the nation's economic growth trajectory, IndiaMART continues to surge steadily ahead on its path to empower such businesses by enabling their digital inclusion.

We are cognisant of our responsibility, particularly towards the country's small and medium enterprises (SMEs). Also, we are committed to helping the SMEs adapt expeditiously and effectively to the transforming business ecosystem, while also steering the expansion and growth of small, medium and large businesses.

Our partnership-led approach, supported by our ability to hand-hold and guide them in their digital empowerment journey, has emerged as a pivot for the sustained development of SMEs across India. By leveraging the right tools and platforms, small businesses can streamline their operations, reduce costs, and increase their reach and revenue. By remaining focussed on devising innovative solutions designed to simplify the journey of both, the buyers and the suppliers, we strive to promote their ease of doing business. We continue to invest proactively in nurturing their digital inclusion, enabling their long-term growth for steering the nation's economic progress.



**IndiaMART AT A GLANCE**

# FOSTERING A DYNAMIC ECOSYSTEM FOR DEVELOPMENT OF BUSINESSES AND NATION

India's largest online B2B marketplace, IndiaMART was established in 1996 with the aim of facilitating online commerce and enabling growth to businesses online. Our focus is on Small & Medium Enterprises (SMEs) while catering also to the business needs of Large Enterprises and Individuals.

With 60% market share\* of the online B2B classified space in India, we remain at the forefront of the transformative journey towards empowering small businesses for sustainable growth. Our mission 'to make doing business easy' is crafted around our value proposition of business empowerment.

*\*As per KPMG Report dated May 29, 2018 on Market assessment of B2B e-commerce and digital classifieds in India*

## Our Buyer Value Proposition

**We Offer Buyers Free of Cost:**

Access to a wide range of products and services	Convenience of discovering anytime, anywhere	Price Discovery and Transparency Supplier ratings	Multiple Payment Options
Behavioural Data Driven Algorithmic Matchmaking	Multi-lingual search		

## Our Supplier Value Proposition

**We Offer Suppliers:**

Enhanced business visibility	Access to a large buyer base	Lead Generation & Management System	Instant Payment Solution: Pay with IndiaMART
Know your buyer profile	Premium Number Service		

## Our Presence & Reach

Employees Located Pan India <b>4,583</b>	Registered Buyers <b>170 Million</b>	Indian Supplier Storefronts <b>7.5 Million</b>
Live Product Listings <b>95 Million</b>	Presence Across <b>1,000+ Cities</b>	Channel Sales Partners <b>150+</b>

(As on March 31, 2023)

## Our Core Strengths

IndiaMART has developed a nucleus of strengths that give it an enviable competitive edge.

<h3>Rich Legacy &amp; Experience</h3> <ul style="list-style-type: none"> <li>25+ years of experience in connecting buyers and suppliers online</li> <li>Deep understanding of online trade &amp; commerce in India, particularly the Indian SMEs</li> <li>High brand recall, backed by stakeholder trust</li> </ul>	<h3>Product Strength &amp; Innovation</h3> <ul style="list-style-type: none"> <li>User-friendly app with 4.7 rating on Play store</li> <li>Product Discovery</li> <li>Supplier Discovery</li> <li>Cost-effective Lead Generation (Enquiry &amp; RFQ)</li> <li>Lead Management System (CRM platform)</li> <li>Behavioural data-driven algorithmic matchmaking</li> <li>PNS (Preferred Number Service)</li> <li>Digital presence through comprehensive catalogue</li> </ul>	<h3>Strong Network &amp; Community Effects</h3> <ul style="list-style-type: none"> <li>7.5 million suppliers, 170 million buyers &amp; 95 million products and services</li> <li>36% of suppliers are also buyers</li> <li>1,021 million - 100% organic traffic in FY 2023</li> <li>351 million replies &amp; callbacks between buyers and suppliers on IndiaMART platform</li> </ul>	<h3>Professional &amp; Competent People</h3> <ul style="list-style-type: none"> <li>Highly qualified management &amp; leadership teams with experienced professionals</li> <li>4,583 employees across product technology, sales, servicing and others</li> <li>Extensive &amp; robust network of sales &amp; service representatives</li> <li>150+ channel partners reaching out to small businesses across India to help them transition to online platform</li> </ul>
---	---	---	---

## Our Core Values

<h3>Teamwork</h3> <p>"Together we can achieve the impossible" is our belief. Our success is a result of our teamwork. We have experts from the field of management, marketing, IT, arts, content &amp; various other disciplines who work cordially as a team on every project, every endeavour. Dedication and passion are the true means to our mission fulfilment.</p>	<h3>Responsibility</h3> <p>Responsible, not just for quality work but for continuous self-development, of our decisions and of our actions. We believe that we have a duty to conduct our business in a manner that upholds the highest standards of ethical and social responsibility. This helps us think rationally and provides a sense of accountability to ourselves, our commitment to customers and to our colleagues.</p>	<h3>Integrity</h3> <p>At IndiaMART, integrity is a core value that we hold in high regard. We realise the importance of the job &amp; information we handle. We understand the responsibility that each member of our team has to shoulder, and we do that with highest levels of trust, honesty and integrity of purpose and action.</p>	<h3>Passion</h3> <p>Work at IndiaMART involves constant innovation and creativity. It involves a continuous thought process to deliver tangible benefits to our customers, taking into account the uniqueness of their purpose. The team here comprises passionate individuals who are dedicated to making a positive difference through their determination and hard work. Their unwavering commitment to customer satisfaction is what enables us to stay ahead of the curve and provide unparalleled service to our clients.</p>
---	--	---	---



**Diversified Presence Across Geographies**

Our pan India presence covering diverse regions gives us a strong competitive edge in reaching out to the small businesses across the country and helping them transition to online platform. This enables us to help them grow their business. To make the last-mile effort, we have built a formidable sales team, using a combination of tele calling and field sales force to connect with customers in the farthest corner of the country.

**Nationwide Sales and Service Coverage**

Strong presence across the length and breadth of the country



Reach to 1,000+ Cities



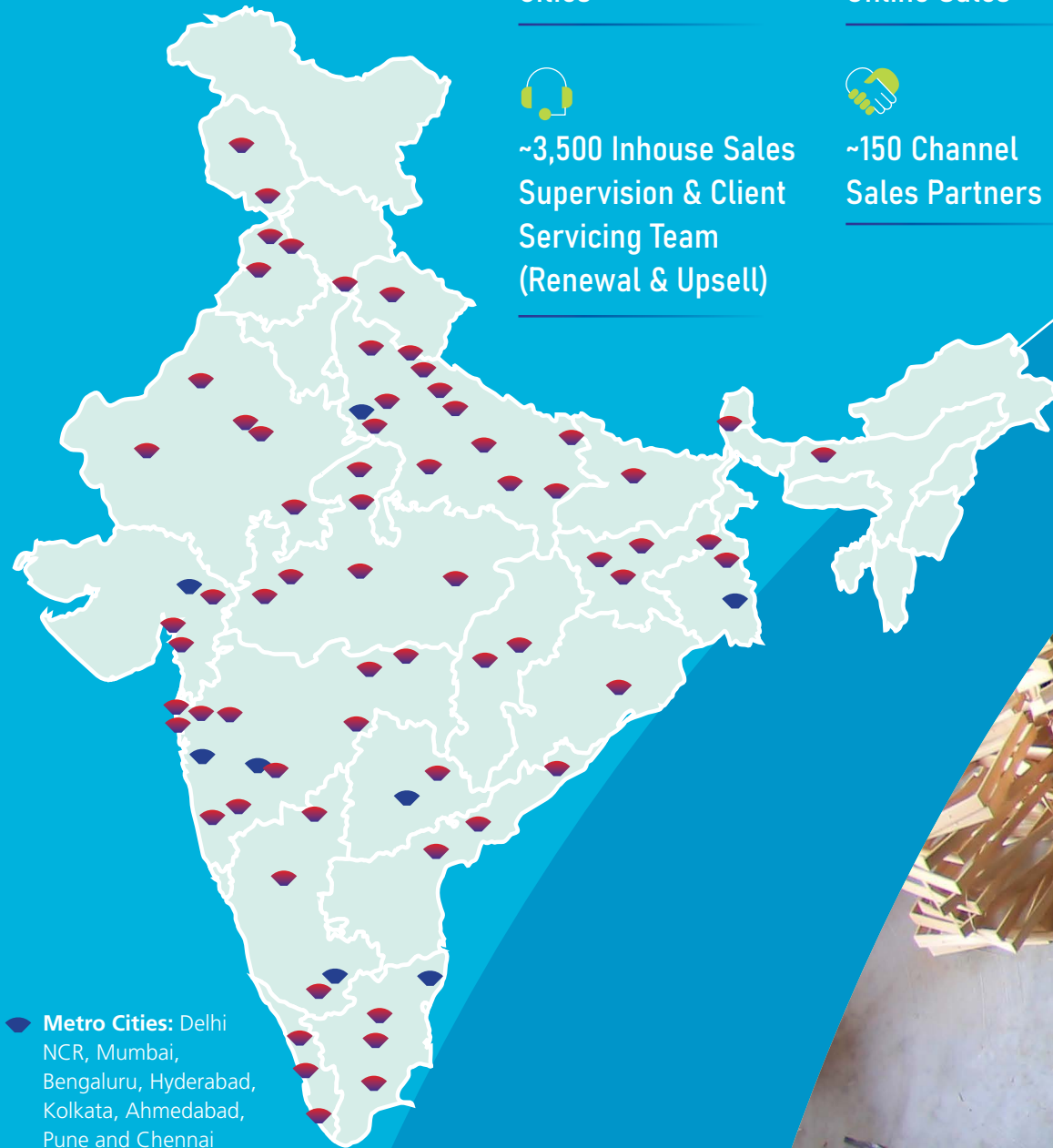
Field, Tele and Online Sales



~3,500 Inhouse Sales Supervision & Client Servicing Team (Renewal & Upsell)



~150 Channel Sales Partners



**Metro Cities:** Delhi NCR, Mumbai, Bengaluru, Hyderabad, Kolkata, Ahmedabad, Pune and Chennai

**Tier II Cities\***

\*Population more than 500,000, excluding metro cities  
 Note: Figures as of March 31, 2023  
 Map not to scale.

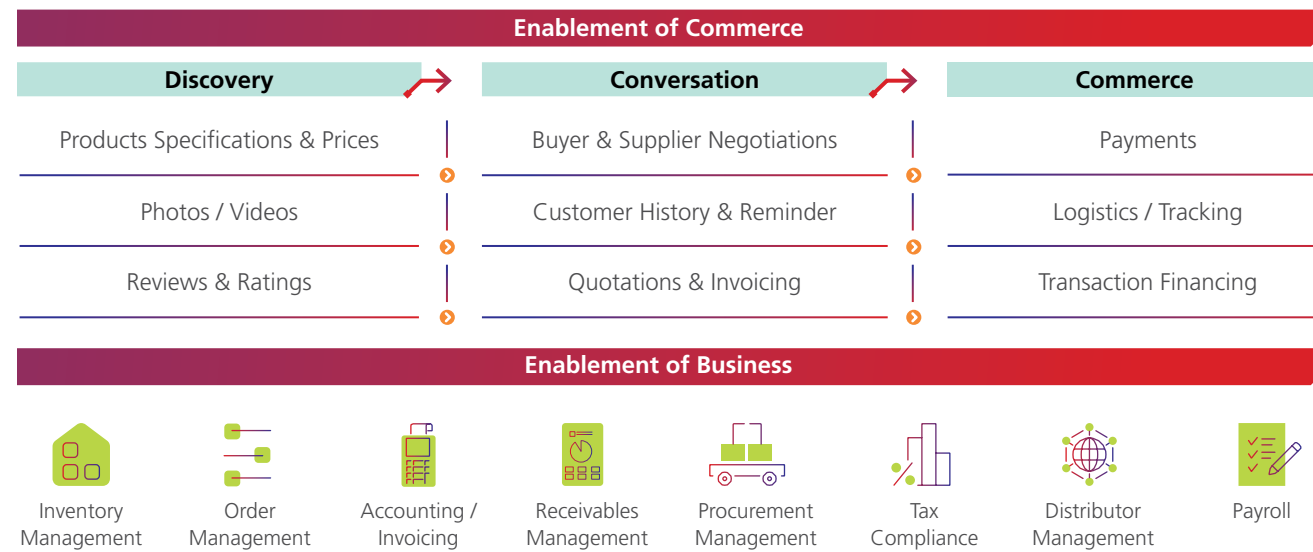


**IndiaMART ECOSYSTEM**

# ENABLING DIGITAL INCLUSION OF BUSINESSES WITH END-TO-END SOLUTIONS

IndiaMART's journey of enabling digital inclusion of businesses is driven by its ability to offer end-to-end solutions to buyers as well as sellers. It is powered by our diversified ecosystem, with the objective of:

- **Enablement of commerce**
- **Enablement of business**

**Journey Towards Commerce and Business Enablement**

**Enabling Business & Commerce with Strategic Investments**

At IndiaMART, we are focussed on building an ecosystem designed to further enhance the engagement of buyers and suppliers. In the last few years, we have made strategic investments in companies offering SaaS based solutions for problems faced by small and medium businesses. We aim to enable these offerings on our platform in the long-term, as they achieve scale, to provide end-to-end solution to businesses and enable their operations such as accounting, logistics support, distribution management, receivables management, invoice discounting, etc.

These services are aligned to the key requirements of small and medium businesses, whose interests are central to our business proposition. It is our constant endeavour to strengthen and expand our business and commerce enablement services for them through strategic investments and acquisitions.

**Accounting – A Strategic Fit for IndiaMART**

Accounting has emerged as the most prominent among the key areas of our investment. The sector offers significant opportunity for us.

**Demand Scenario**

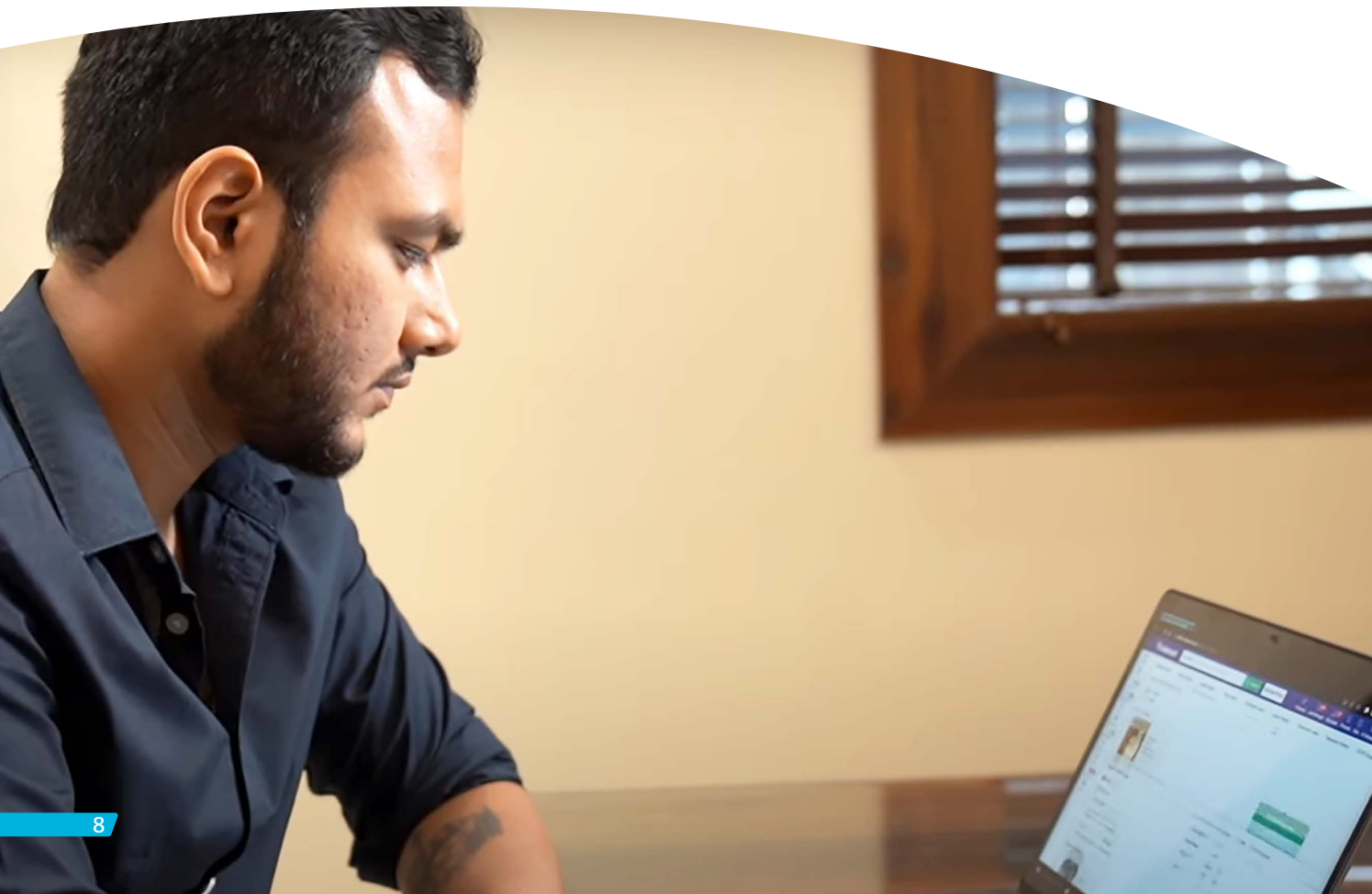
In India, the accounting industry has been growing rapidly in recent years, driven by the country's strong economic growth and increasing demand for professional financial services. GST compliances, coupled with increased digital adoption and internet connectivity by businesses, have unleashed a new wave of demand for accounting software. The evolving regulatory & business environment makes it even more imperative for small and medium businesses to adopt an organised accounting management system.

**Growth Potential**

As the 63 million+ MSMEs in India continue to grow, their shift towards the formal sector leads to increased compliances and the need for systematic way of invoicing and financial record keeping. Further, the growing base of GST registered businesses, currently at 14 million+, necessitates need for GST compliant accounting softwares. Further, with businesses moving to online channels, there is a paradigm shift seen in storing and maintaining financial records along with on-the-go accessibility.

Turnover of Accounting Software Services Segment


**₹434 million**



**Happy Customers**

We came onboard IndiaMART 12 years ago with an intent to build brand awareness and also to scale up our business enterprise on the digital front. I'm happy to say that IndiaMART has been consistently delivering on these counts through the years, and I am confident that it will continue to do so in the coming years as well. Kudos to the Digital Strategy team at IndiaMART in helping us adapt quickly to the changes on the digital marketing front & enabling a WIN-WIN situation. Wishing you all the best. Let's GROW together!

**Suresh Ramnarayan**  
Deputy General Manager-Sales Support & Marketing, Essae



**Making the most of the Opportunity**

Our investments in the accounting space are spread across the entire spectrum of accounting software, catering to various businesses, be it micro, small, medium, or large. We are now present in all the segments of accounting as we aim to build up a new business line over the next few years.



**Vyapar**, which is one of our first investment, is mobile-based easy-to use Accounting Software catering to small businesses with a goal to help the businessman invest more time in growing the business rather than on tiresome bookkeeping. To cater to a wider range of clients mostly medium and large-sized, we invested in **Busy**,

a traditional on premises accounting software vouched by businesses for its reliability. We have also invested in **Realbooks**, which is a cloud-based accounting software that comes with various USPs including unlimited number of user setup, multi-location access, versatility across all operating systems, etc. We also recognised the

growing need of businesses to be able to remotely manage their accounts on mobile and invested in **Livekeeping**, which provides various value-added services including data entry, real-time dashboard for performance analysis, among many others to Tally users, on mobile.

Our accounting investments find a strategic fit in IndiaMART's long-term approach to business and commerce enablement. We believe these investments will provide us access to a wider client base and large business opportunity in future.

Licenses sold by BUSY since inception

**~331K**

**Our Accounting Landscape**

Since our foray into the Accounting space in Vyapar in September 2019, we have doubled down with investments in Busy, Livekeeping & Realbooks, making a complete suite of accounting software services.



**Vyapar** is a mobile-only and DIY software, and started to offer a hybrid cloud onto desktop, used by almost half a million people.



**Realbooks** is a multi-branch, multi-location simultaneous accounting system.



**Livekeeping** provides various value-added services, including data entry, real-time dashboard for performance analysis, to Tally users on mobile.



**'Busy Accounting Software'** or **'Busy'** offers web-based business accounting solution for companies, including GST billing & return filing, TDS/TCS, configurable GST compliant invoicing, and inventory management.

mobile app would allow its user to view data which is residing in one's desktop online and navigate through different kinds of reports that are available for creating quotations, sales orders, invoices and receipts in the mobile app. Busy has successfully garnered the position of becoming the only company in the accounting space across the world which offers 24\*7 customer support.

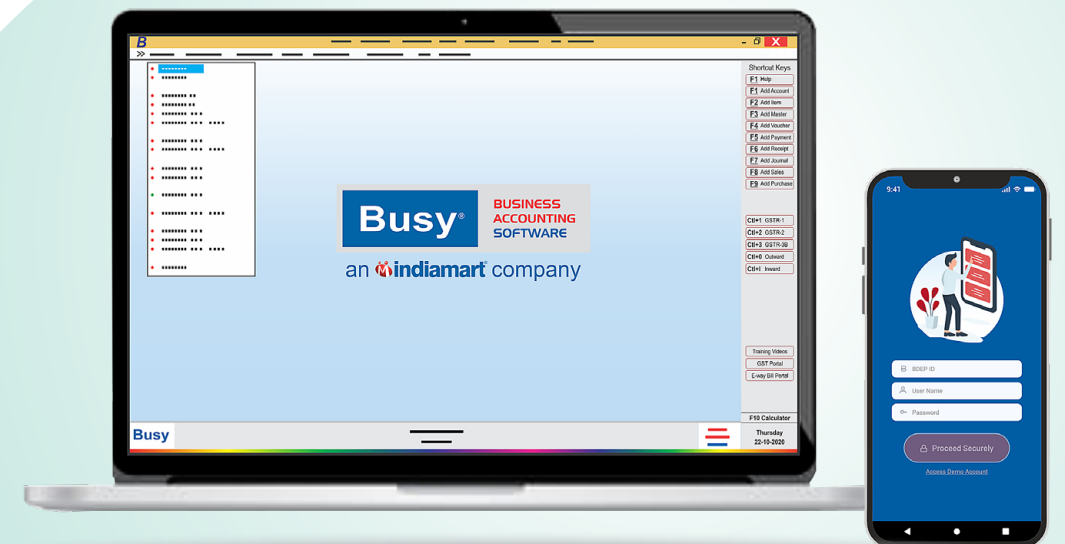
**Our Key Priorities**

- Invest in teams and product awareness
- Accelerate revenue growth
- Increased presence across geographies

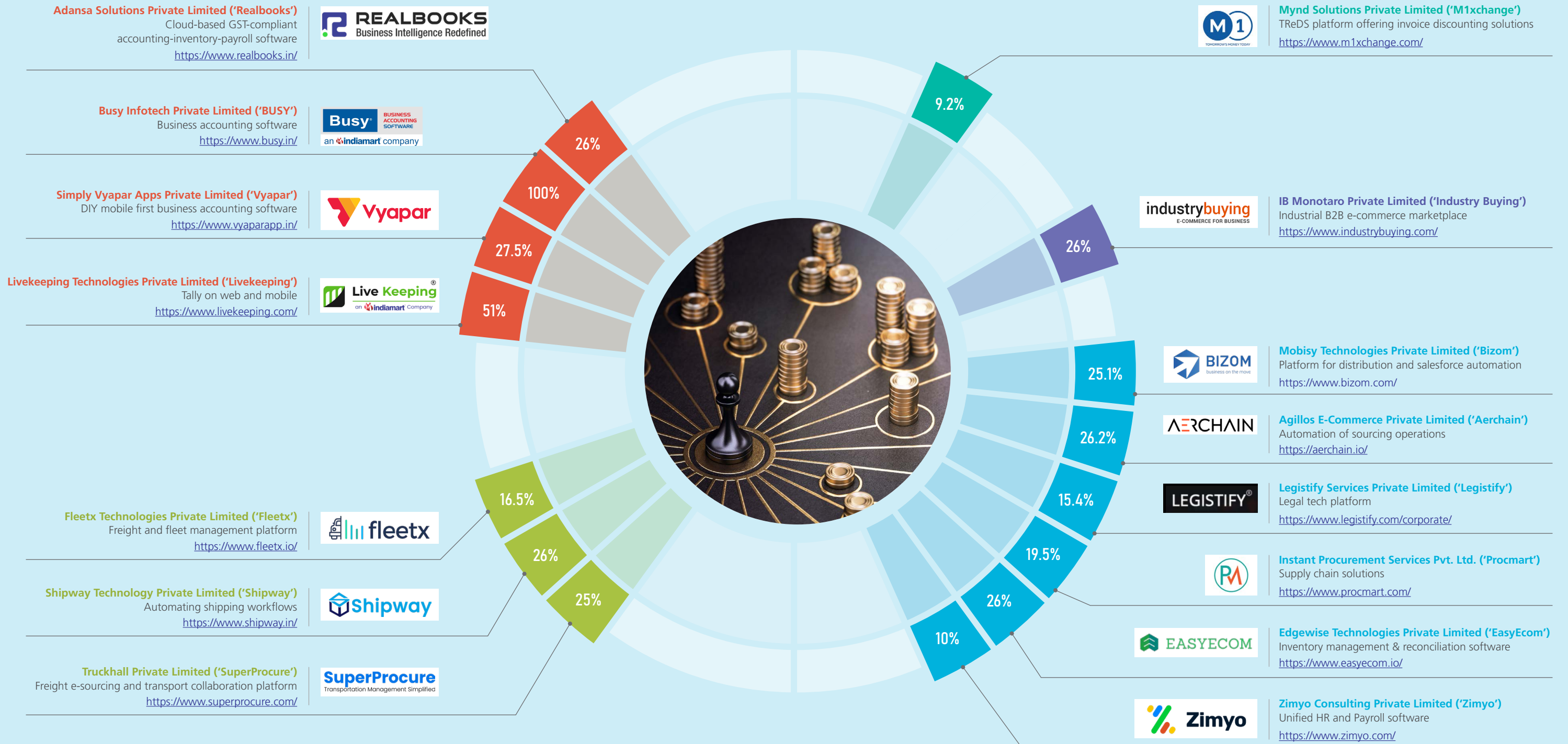
In addition to the desktop-based accounting software, we had a vision converted into reality by having an official mobile app that connects with our desktop accounting software. This

**The Roadmap:**

The Busy acquisition is aimed at enabling us to offer accounting software solutions to businesses in line with our long-term vision of enabling businesses.



## Our Key Investments & Acquisitions



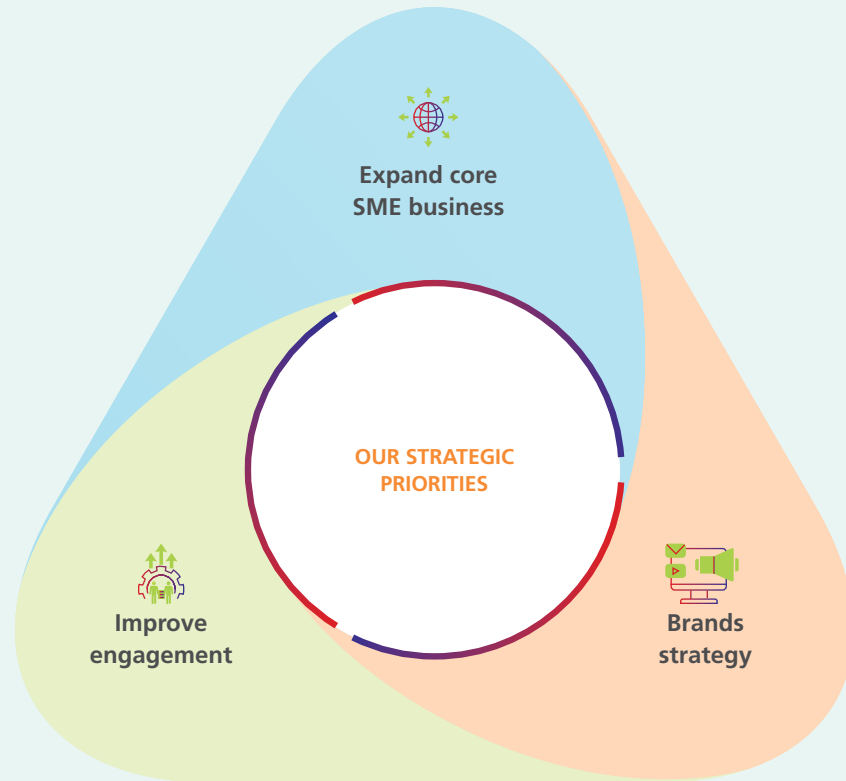
Accounting Logistics

Payments & SME Finance Commerce Enablement Other SaaS

## OUR STRATEGY

# POWERING OUR RIGHT TO WIN

We, at IndiaMART, find ourselves to be ideally positioned to maximise the expanding opportunity matrix, powered by the enhanced Government of India focus on the empowerment of small and medium businesses. We have a well-articulated strategy in place to harness the emerging opportunities in our business space. Our approach is centred around making strategic investments in the high-potential areas of growth, facilitating employee skill development and training, and ensuring wide range and accessibility of our products and solutions.



### We Steer our Strategic Priorities and Goals Through a Multi-pronged Approach, Crafted around:

#### Expand Core SME Business

- Expanding the buyer network through buyer traffic by providing them a broader product catalogue and large base of suppliers on the platform
- Increasing the suppliers and their product listings on the platform through expansion of our reach across geographies and industries
- Improving engagement of buyers and suppliers on the platform leveraging AI/ML across customer journey including relevant matchmaking, easy supplier onboarding leading to further strengthening of network effects

#### Brands Strategy

- Focussing on medium and large enterprises through our enterprise solutions and partnering with them across a wide spectrum
- Enable brands to leverage their offline presence and promote themselves online for effective lead generation

#### Improve Engagement

- Enhancing value proposition to the customers by providing business enablement software as a service like accounting, distributors management, receivables management payroll management, etc.
- Facilitating access to financial assistance to small and medium businesses through use of technology

## AWARDS AND ACCOLADES

# WINNING RECOGNITIONS ACROSS PLATFORMS



### Best Business App 2023

13th India Digital Awards by IAMA



### Pride of India Brand

North edition 2023 of exchange4media



### Entrepreneur of The Year

Awarded to Dinesh Agarwal, Founder & CEO, at Dun & Bradstreet Business Excellence Awards 2022



### Leading Mid-Corporate in Services

Non-IT category at D&B Business Excellence Awards 2022



### Best In-House Legal Team

Media, Technology and Telecommunications category at the ALB India Law Awards 2023



### Best In-House Legal Team

Internet and e-Commerce category by Indian Business Law Journal



### Excellence in Corporate Social Responsibility

Certificate of Recognition at 7th Edition of the ICSI National Awards



### Excellence in Corporate Governance

Certificate of Recognition at 22nd Edition of the ICSI National Awards



### Gold for Annual Report FY 2022

Ranked 35th worldwide and 5th in India at LACP 2022 - Spotlight Awards



### Best In-House Legal Counsel

Awarded to Manoj Bhargava, Group General Counsel & Company Secretary in the Internet and e-Commerce category by Indian Business Law Journal



### Best CA CFO

Awarded to Prateek Chandra, CFO in Emerging Corporates Services Category by ICAI in 2023



### One of the Top Digital Innovators

Recognition awarded to Amarinder Dhaliwal, CPO at a business technology conclave organised by The Economic Times in association with Google Cloud, called ET Spectrum



### Game Changers

Awarded to Vivek Agarwal, CIO by CIO100 India (Foundry IDG) in the CIO Category



### FE Financial Star

Recognition awarded to Prateek Chandra, CFO under the FE Power List 2022 as at the CFO Connect Conclave 2022



### Top General Counsel

Recognition and enlistment among Top 50 General Counsel of India in Legal Powerlist 2022

## CASE STUDY

# SCALING NEW HEIGHTS

For Mastech Industrial Control, a retailer turned wholesaler, the association with IndiaMART has helped it scale new heights in terms of business growth. The 3X growth in the Punjab-based company's sales in the last five years stands testimony to the success of this partnership. The company, joined IndiaMART as a free user in 2012. It later upgraded to a paid subscription to increase its leads. Thanks to the partnership, Mastech's monthly revenue increased from ₹ 10 lakh to ₹ 30 lakh. This strategic move helped Mastech expand its reach and eventually launch its own brand in 2021. It is today a leading wholesale trader of welding and cutting machines, and imports and sells its own brand of equipment from China.

Increased visibility of products and established brand's online presence

Direct connect with buyers

Wider and easier access to target audiences

Increased reach and generation of more sales

**WHAT IndiaMART HAS MEANT FOR MASTECH**

Business via IndiaMART

**70%**

Increase in Sales

**3X**

IndiaMART has been instrumental in the growth journey of the company. We have increased our sales up to 3X with IndiaMART in the last 5 years. It is a feat that would not have been possible without IndiaMART.

**Sumesh Verma**

Proprietor & CEO, Mastech Industrial Control, Jalandhar



# OUR ROBUST AND SCALABLE BUSINESS MODEL

## We run India's largest B2B online marketplace

That offers multiple services to buyers and sellers

### We offer Buyers free of cost:

- Access to a wide range of products and services
- Convenience of discovering anytime, anywhere
- Price Discovery and Transparency
- Supplier ratings
- Multiple Payment Options
- Behavioural Data Driven Algorithmic Matchmaking

### We offer Suppliers:

- Enhanced business visibility
- Access to a large buyer base
- Lead Generation & Management System
- Instant Payment Solution: Pay with IndiaMART
- Know your buyer profile
- Premium Number Service

## And is Diversified Across Categories and Geographies

Making our Platform as One-Stop Destination for all Business needs

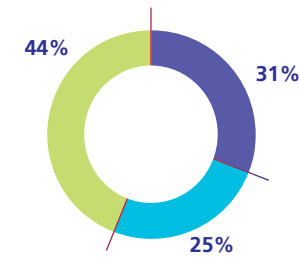
### Diversified Across

Categories **95,000**  
Industries **56**

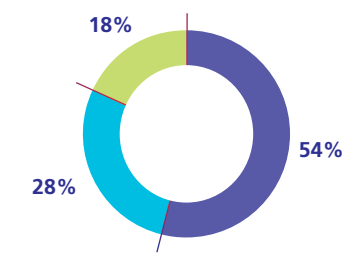
Live Product Listings **95 Million**

Our Extensive Reach Across India Facilitates Businesses to Connect with each other Irrespective of Geographical Barriers

### Buyers



### Paying Subscription Suppliers

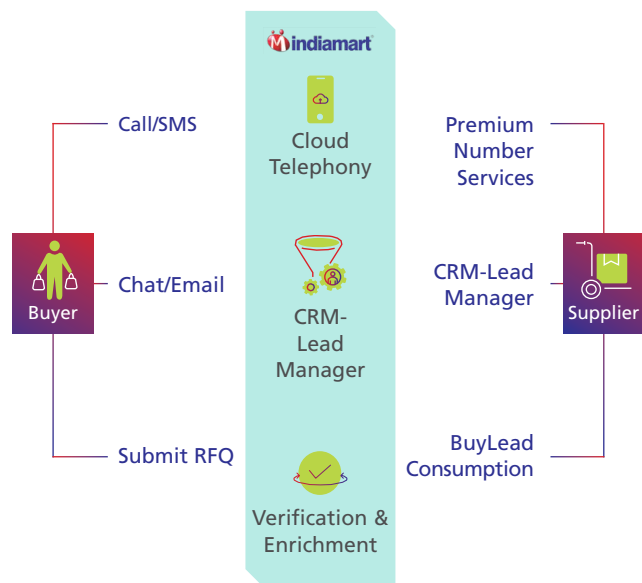


• Metro Cities • Tier II Cities\* • Rest of India

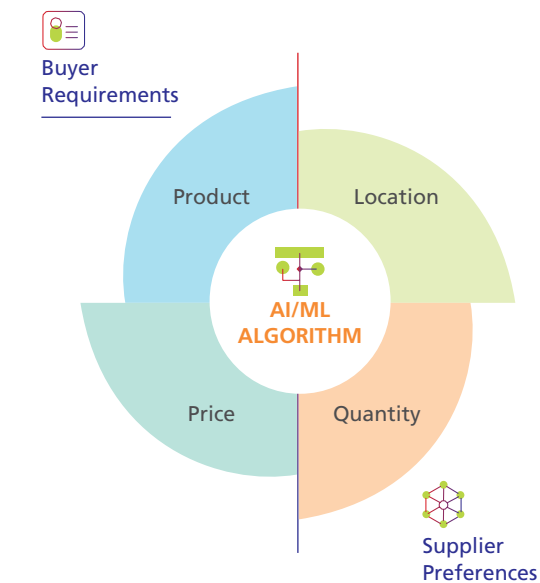
\*Population more than 500,000, excluding metro cities

## With a 2-way Discovery Model and a Behavioural Data Driven Algorithmic Matchmaking Capabilities

Our Platform Enables both Buyers and Sellers to Discover and Engage with each other

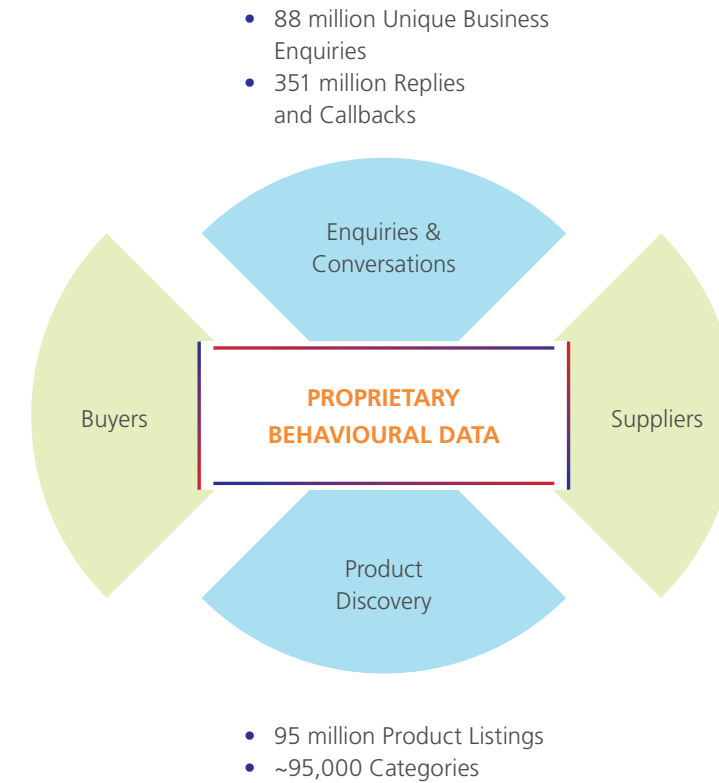


The AI/ML Algorithm Derives Matchmaking by Analysing Product, Price, Location and Quantity Requirements



## And Powered by Strong Network Effects

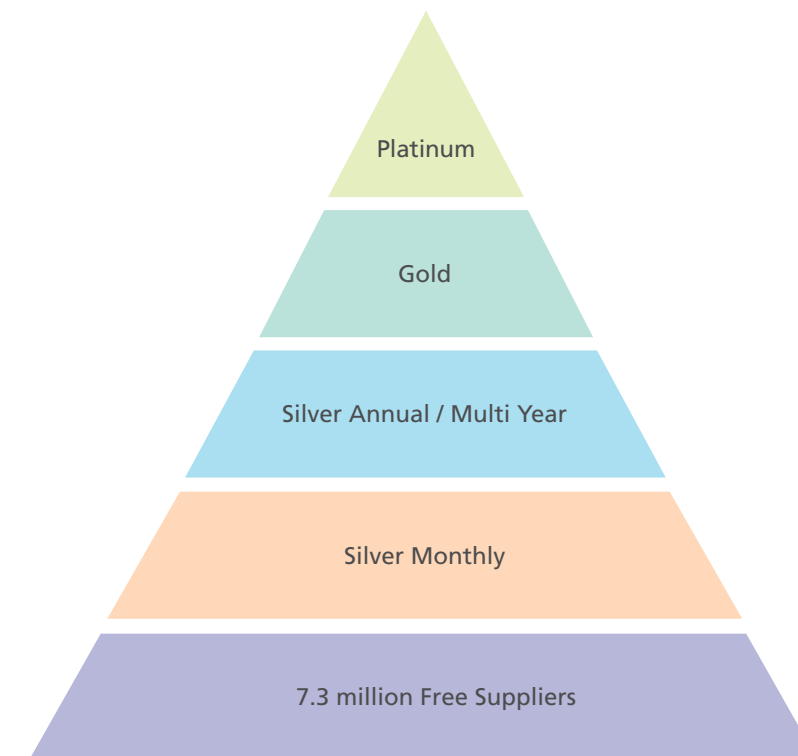
- 170 million Registered Buyers
- 53% Repeat Buyers
- ~100% Organic Traffic



- 88 million Unique Business Enquiries
- 351 million Replies and Callbacks
- 7.5 million Supplier Storefronts
- 36% Suppliers are Buyers
- 95 million Product Listings
- ~95,000 Categories

## Resulting in RoI Driven Subscription-based Revenue Model

Wide Array of Services and Robustness of our Platform, Results in free Suppliers Opting for Subscriptions to Gain Access to Premium Services and Higher Request for Quote (RFQ) Quota to Grow Business.



### Key Offerings

- Web Storefront
- Priority Listing
- CRM – Lead Manager
- Cloud Telephony – PNS
- RFQ Selection Credits - BuyLead
- Online Payment
- Buyer Profile

## Our Value Creation Across Six Capitals

Capitals	Inputs	Outcomes
<p><b>Financial Capital</b> Encompasses funds at our disposal to support business operations and investments in growth.</p> <p><b>Actions to Enhance Outcomes</b> We are focussed on prudent capital allocation and fund deployment to gain new competencies for powering business growth, while retaining balance sheet integrity. This will help in sustaining our leadership position.</p>	<ul style="list-style-type: none"> <li>₹ 21,103 million capital employed</li> <li>₹ 11,344 million deferred revenue</li> <li>₹ 22,022 million cash and investments</li> </ul>	<ul style="list-style-type: none"> <li>₹ 10,517 million total income</li> <li>₹ 2,616 million EBITDA</li> <li>₹ 2,722 million PAT</li> <li>₹ 1,306 million distribution to shareholders</li> <li>202,690 Highest ever paying subscription suppliers</li> </ul>
<p><b>Manufactured Capital</b> Comprises IT infrastructure, digital tools and marketplace platform, branch offices, data centres and furniture.</p> <p><b>Actions to Enhance Outcomes</b> We are constantly investing in our infrastructure to support growing traffic on platform and strengthen data security.</p>	<ul style="list-style-type: none"> <li>52 branches across 29 cities</li> <li>₹ 1,747 million spent on Product &amp; Technology</li> </ul>	<ul style="list-style-type: none"> <li>No instances of security breaches</li> <li>95 million listed products with specifications and price discovery</li> </ul>
<p><b>Intellectual Capital</b> It represents our intellectual property, research-led market understanding, process knowledge, proprietary data, brand, behavioural data driven algorithmic matchmaking, investments in process and advanced technologies like AI/ML. It enhances our platform efficiency and enhance customer experience.</p> <p><b>Actions to Enhance Outcomes</b> We have made significant investments in AI/ML algorithm to improve the matchmaking efficiency.</p>	<ul style="list-style-type: none"> <li>Strong, trusted &amp; well-known brand</li> <li>Proprietary behavioural data-driven algorithmic matchmaking</li> <li>Investment in innovation and digital technologies, including AI/ML, across various aspects of user journey</li> <li>~80 trademarks across 165+ domain names</li> </ul>	<ul style="list-style-type: none"> <li>~800K ratings and reviews on platform</li> <li>1,021 million total traffic on platform (~100% organic and ~80% through mobile)</li> <li>88 million unique business enquiries</li> <li>351 million replies and callbacks</li> </ul>

Capitals	Inputs	Outcomes
<p><b>Human Capital</b> It represents our employees, people working in outsourced functions like sales, catalogue creation, enquiries enrichment, product and tech team engaged in innovation. Dedicated teams of channel partners are also a key asset as they cater to our business leads.</p> <p><b>Actions to Enhance Outcomes</b> We constantly provide training to our people to enhance their skills. Further, we encourage diversity and inclusion to strengthen a multicultural workforce. Through this approach, we aim to build a team that is not only highly skilled but also reflective of the diverse communities we serve, which we believe is essential to achieving our long-term goals.</p>	<ul style="list-style-type: none"> <li>700+ employees covered under various SAR/ESOPs programs till March 31, 2023</li> <li>₹ 42 million spent on employee training and development</li> <li>₹ 3,992 million employee benefit expense</li> </ul>	<ul style="list-style-type: none"> <li>~19% employees associated for 5+ years</li> <li>4,583 employees with ~21% women participation</li> <li>~1,350 people benefited through Online Associate Program</li> </ul>
<p><b>Natural Capital</b> It represents the renewable and non-renewable resources used in business as well as the impact of our operations environment on environment.</p> <p><b>Actions to Enhance Outcomes</b> As part of our commitment to sustainability, we have implemented several initiatives aimed at reducing our environmental footprint. We have adopted energy-efficient practices in our offices, including the use of renewable energy. We also strive to reduce waste by promoting recycling and reducing the usage of paper in our company.</p> <p>We are continually undertaking measures to make our offices and operations more sustainable. We provide platform for buyers for access to sustainable products.</p>	<ul style="list-style-type: none"> <li>Focus on green buildings for corporate office</li> <li>Steering paperless operations through automation and digitalisation</li> <li>~505.65 M<sup>3</sup> rainwater harvesting capacity</li> </ul>	<ul style="list-style-type: none"> <li>Carbon emissions intensity of 0.04 tCO<sub>2</sub>e per million rupees of turnover</li> <li>4.2 million enquiries for green products</li> <li>1.6 million green products listed on platform across 800+ categories</li> <li>Digital enablement leading to decarbonisation</li> </ul>
<p><b>Social And Relationship Capital</b> It constitutes the suppliers and buyers who interact on our platform, the channel partners and FSF who help us widen reach and the communities for whom we create value.</p> <p><b>Actions to Enhance Outcomes</b> We undertake sustained engagements with all stakeholders to identify their concerns and address them. We also invest in newer competencies to provide buyers and sellers wider service offering.</p>	<ul style="list-style-type: none"> <li>170 million registered buyers</li> <li>7.5 million supplier storefronts</li> <li>₹ 39.81 million spent on CSR initiatives</li> <li>Education and Assistance for Digital Transformation</li> <li>100% Free assistance to buyers</li> </ul>	<ul style="list-style-type: none"> <li>53% repeat buyers</li> <li>~1.1 million CSR beneficiaries</li> <li>7.3 million served free of charge (&gt;95% of the total suppliers)</li> <li>~44% Buyers from small cities</li> </ul>



## MESSAGE FROM THE MD & CEO



**Dinesh Agarwal**  
Managing Director & CEO

Dear Shareholders

I am pleased to share with you our journey of FY 2023 – a year that witnessed IndiaMART sustain its growth by leveraging emerging opportunities in India's B2B segment. Amid the sustained Indian economic growth and market positivity, we delivered a positive performance across our KPIs as well as expanded the ambit of our services to cater even more effectively to the growing customer base and demand for our services which further strengthened our value proposition.

### Delivering robust performance

During the year, IndiaMART recorded the highest-ever net addition of paid subscribers and 25% collection growth to ₹ 11,666 million during this fiscal year at the back of our concerted efforts to harness the growth opportunity. Deferred revenue also grew by 25% year-on-year to ₹ 11,344 million. We continued to maintain a positive cash flow from operations and healthy margins during the year, on account of our negative working capital business model. This has enabled us to declare the dividend of ₹ 20 for FY 2023 and the 1:1 bonus issue subject to shareholders' approval.

### Investing in our key assets & resources

The growing business opportunity in the B2B space, backed by improvement in the macro environment as well as increasing customer demand for our services, motivated us to invest even more actively than before in our key resources, including people, technology, sales, and services. We added 911 people to our workforce as well as

expanded our channel partners network to acquire our customers across Bharat and cater to their needs enabling growth for businesses present in smaller towns and cities.

### Investing strategically in growing opportunities

Driven by our deep insights into the transforming market needs, we made the right strategic choices for driving future growth. In order to leverage the potential in the Accounting Software space, we acquired Busy Accounting Software and Livekeeping – a Tally on Mobile application during this year. These acquisitions, coupled with our investments in Vyapar and Realbooks, have helped us build a presence across all customer segments requiring Accounting software. In the first year itself, Busy Accounting Software reported ₹ 433 million in revenue which reflects that the Accounting Software vertical is emerging as a diversified revenue stream for the Company, from here on.

### Surging ahead toward a brighter future

With the opportunity matrix expanding continuously, we shall continue to strengthen our resources to meet future business needs. We shall also remain focussed on augmenting our capacities to broaden our reach and enhance our value proposition. We shall continue to invest in product innovation to serve evolving needs and improve matchmaking and its relevancy on the platform. Our focus is on developing solutions that are uniquely aligned with the specific needs of IndiaMART users.

As a technology-led organisation, we realise the importance of staying ahead of the technology curve to remain competitive in the business. We further invested in enhancing our technologies to provide better services to our customers. We leveraged the seller behaviour data to drive buyer search and relevant

matchmaking. We are also continually improving our taxonomy, classification techniques, and category attributes to ensure that our platform is easy to navigate and that buyers can find what they are looking for quickly and easily. Additionally, we are leveraging artificial intelligence to handle mixed languages and misspelled product names and buyer searches, ensuring that our platform is accessible to users from across the nation. These initiatives do not just help us in sustaining our business momentum but also prioritise customer satisfaction and catalyse growth as we capture new possibilities.

### Ensuring sustained and inclusive value creation

At IndiaMART, it is our constant endeavour to ensure inclusive and holistic value creation for all our stakeholders, including our users, shareholders and investors, employees, and the communities around which we operate. Even as we continue to drive business growth, we remain focussed on nurturing our social crux as we continue to provide free online visibility to 7.3 million small and medium businesses on the platform and offer 100% free services to our buyers, especially in terms of transparency of prices, whether they are based in metro cities or deep rural areas. We have in place robust policies for strengthening our environmental protection, corporate social responsibility (CSR), and governance frameworks, in line with our commitment to creating comprehensive, long-term stakeholder value. The primary goal of our CSR initiatives is to build a more resilient and inclusive society by strengthening education and skill development facilities for uplifting the weaker and underserved sections of society. IndiaMART's efforts have been directed towards strengthening infrastructure, improving foundational learning and skill development leading to better learning and growing

Collections

**₹ 11,666 million**

Deferred revenue

**₹ 11,344 million**

Revenue from Busy Accounting Software

**₹ 433 million**

opportunities for students along with the enablement of teachers as well as parents. I am delighted to report that through these initiatives over 1.1 million lives have been favourably impacted by the Company's CSR initiatives over the last year.

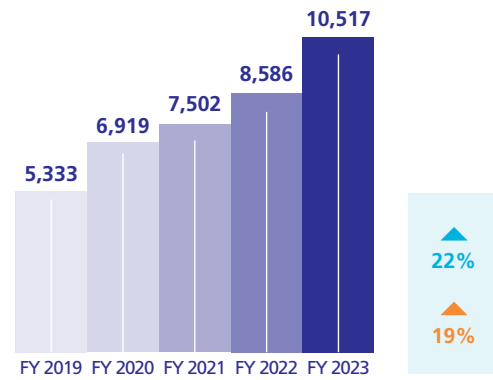
### Concluding note

In conclusion, I would like to thank each one of you for your unwavering trust in IndiaMART. I would also like to extend my gratitude to our stakeholders for their continued support in taking forward the Company's goal of fostering digital inclusion of businesses to steer India's growth story. It is a matter of satisfaction for us that India's prospects, especially the B2B sector continue to remain robust despite the global headwinds that are impacting businesses across sectors. I am confident that our partnership approach, supported by our collective efforts, will help us push the bar of inclusive and sustainable long-term growth for all of us.

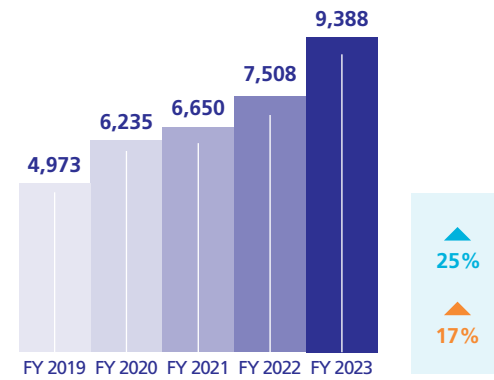
Regards,  
**Dinesh Agarwal**  
Managing Director and CEO

**KEY PERFORMANCE INDICATORS**
**GROWING SUSTAINABLY THROUGH THE YEARS**
**Financial Performance**
**Operational Performance**
**TOTAL INCOME**

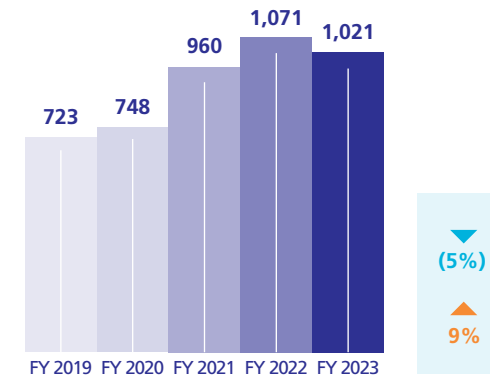
(₹ in million)


**REVENUE FROM OPERATIONS**

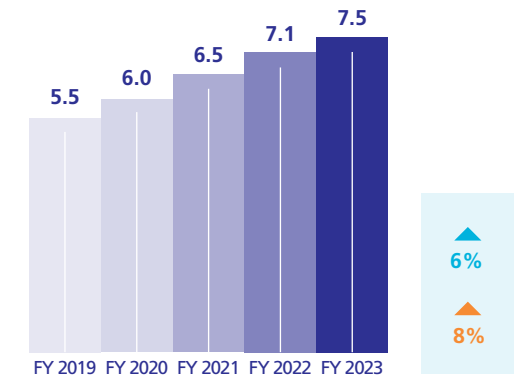
(₹ in million)


**TRAFFIC**

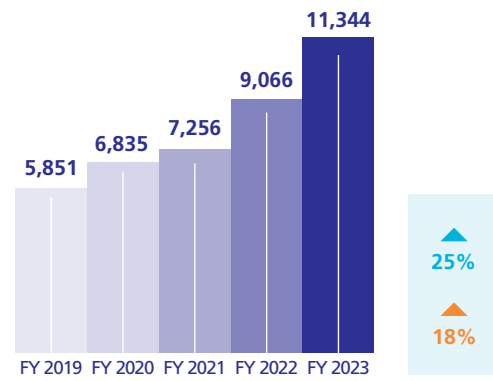
(in million)


**INDIAN SUPPLIER STOREFRONTS**

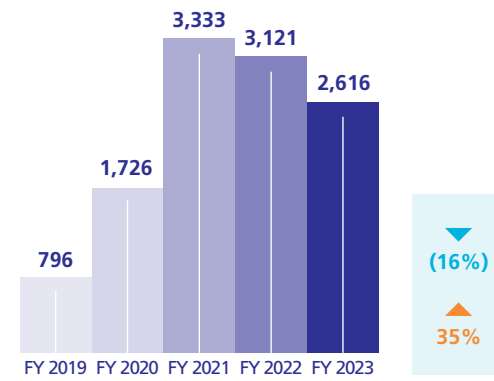
(in million)


**DEFERRED REVENUE**

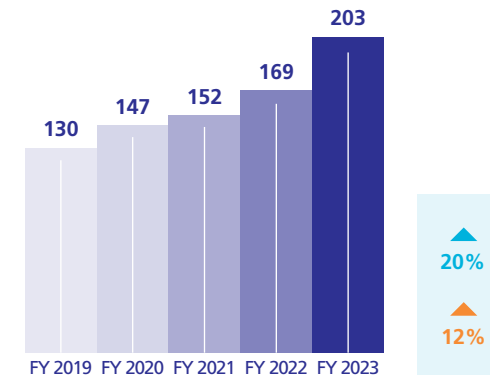
(₹ in million)


**EBITDA**

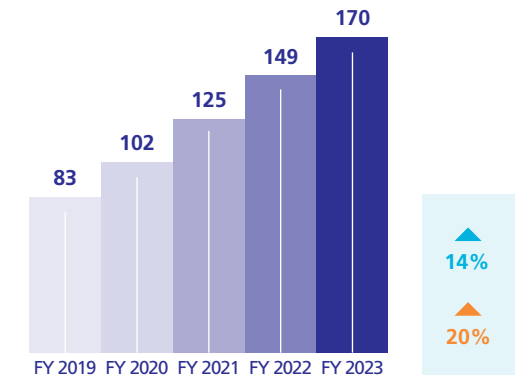
(₹ in million)


**PAYING SUBSCRIPTION SUPPLIERS**

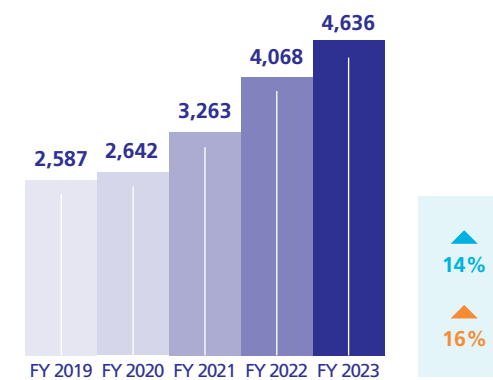
(in thousands)


**REGISTERED BUYERS**

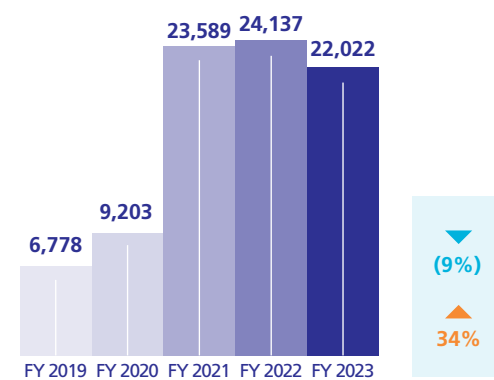
(in million)


**CASH GENERATED FROM OPERATING ACTIVITIES**

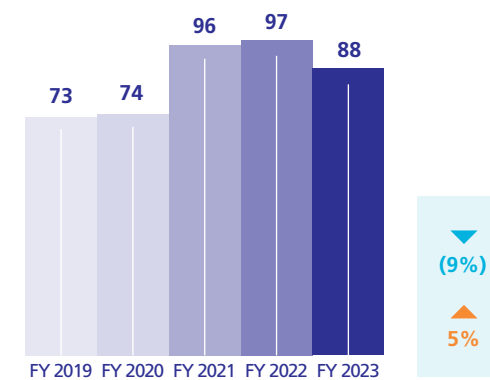
(₹ in million)


**CASH AND INVESTMENTS**

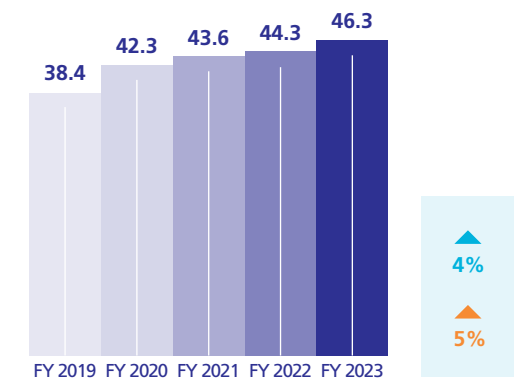
(₹ in million)


**UNIQUE BUSINESS ENQUIRIES**

(in million)


**ANNUALISED REVENUE PER PAYING SUBSCRIBER**

(₹ in thousands)



▲ Y-o-Y growth      ▲ 5-year CAGR

## PARTNERING BUSINESSES THROUGH ENTERPRISE SOLUTIONS

In line with our vision to empower businesses, we launched our Enterprise Solutions division in 2015. Through this, we have helped more than 1,000 large enterprises to promote their business online.

Total brands serviced till date

**1,000+**

We have been instrumental in not only opening a new channel for business promotions but also in handholding enterprises to smoothen their transition from offline to the online medium. We have, through our Enterprise Solution offering, helped scale up the position of businesses in the digital market.

We enable brands to build strong visibility and effective lead generation, and also expand their reach across the country.

### Happy Customers

We have been listed on IndiaMART for over 2 years now and have seen tremendous organic reach that has helped us build our brand presence & connect with new online customers. We have been able to generate good digital demand through IndiaMART, with a decent conversion rate. The customer support team is very prompt and guides us through all our queries and concerns. Look forward to continuous process improvement and engaging relationships.

#### Udit Mundhra

Director, Shree Nursingsahay Mudungopal (Engg.) Pvt Ltd



### Happy Customers

It's been more than 7 years of successful association with IndiaMART and it's still growing. The growth results we had achieved over the years for Brand Vectus encouraged us to onboard another brand of ours - "Wavin". The support & insights from the IndiaMART commercial team, as well as the periodic reviews on our brand performance on IndiaMART, have played an important role in this decision. Hope we grow further and become stronger with IndiaMART.

#### Vijay J

Associate General Manager – SMART, Wavin Vectus



### Automobiles, Spare Parts and Accessories



DAIMLER TRUCK

### Building Construction Material, Equipment, Civil Engineering and Real Estate



### Industrial Plants, Machinery & Equipment



### Electrical Equipment & Supplies and IT



### Consumer Electronics



### Medical Equipment and Scientific Instruments



# OPPORTUNITIES DRIVING OPTIMISM OF LONG-TERM GROWTH

The opportunity landscape for IndiaMART's long-term growth is large and expanding rapidly. The Indian economic growth and our competitive edge positions us ideally to make the most of the emerging opportunities in varied sectors.

The key enablers of the long-term growth opportunity for the Company include:



## Increasing Adoption of Internet

Rapid adoption of internet in India has further accelerated businesses looking to sell and buy products online. Businesses have realised the need for digital transformation for increased organisational agility and closer customer connect. IndiaMART desktop, mobile-optimised platforms and mobile app is increasingly looked at by the users to promote their ease of doing online business, seamlessly and in a hassle-free manner.

## Growing SME Sector

Contributing nearly a third to the GDP, SMEs make up a significant portion of India's economy and are key to its ever-emerging growth potential. By stimulating demand, generating employment and driving innovation, SMEs are expected to play a crucial role in India's journey towards the USD 5 Trillion mark. IndiaMART's platform provides an easy and cost-effective way for small businesses to connect with potential buyers. By partnering with IndiaMART, SMEs get a much-needed push start to begin their online journey and digital transformation.

## Growth in Discovery and Classifieds

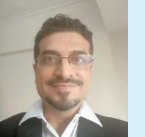
Indian MSMEs have realised the need for expanding their catchment beyond their traditional customer base. There is also a much wider appreciation of authentic price discovery across cities and sometimes across states – an offering that IndiaMART has expertise in.

**We believe that this combination of growth drivers presents a powerful approach to fuelling long-term growth that is both enduring and sustainable for IndiaMART.**

### Happy Customers

As part of our long-term strategy, we're committed to fostering growth by prioritising customer-centricity across all channels and leveraging the power of data. To that end, we chose to partner with IndiaMART to strengthen our digital presence. Throughout our journey, we've gained valuable insights and refined our approach to digital business growth. IndiaMART has been an unwavering ally, working closely with us to expand our enterprise and achieve our goals. Looking ahead, we're confident that IndiaMART will continue to be a critical partner in our ongoing success.

**Kapil Sengar**  
National Sales and Marcom Head, Saint-Gobain India Private Limited Support & Marketing, Essae



## CASE STUDY

# OPENING NEW VISTAS

When Mukesh Reddy decided to quit his 9-5 job to embark on his entrepreneurial journey, he partnered with IndiaMART to reach new horizons. He set up M/s Shree Jee in 2017 and IndiaMART proved to be a virtual saviour for him, unshackling him from the monotony of his routine job. Shree Jee is a retail supplier of food products, such as desi ghee, wheat flour, peanuts etc., in Mumbai.

Business started with support of IndiaMART

Helped to connect with the right suppliers for specific requirements

Helped maintain a healthy cash flow, be profitable and focus on long-term growth

WHAT IndiaMART HAS MEANT FOR SHREE JEE

Business via IndiaMART

100%

Savings in cost

10-15%

My company is solely dependent on the wide supplier network of IndiaMART for its sourcing needs. It is helping me buy products from the right suppliers for specific requirements. With its continued support, I expect my firm's revenue to grow 4x in the next couple of years.

Mukesh Reddy  
Proprietor & CEO, M/s Shree Jee,  
Mumbai



**STAKEHOLDER RELATIONS**

# MAINTAINING EFFECTIVE ENGAGEMENTS WITH OUR STAKEHOLDERS

Stakeholder Community	Relevant Matters	Engagement Methods	How We Deliver Value
<b>Buyers</b> Buyers post their requirements on our platform to be fulfilled by the suppliers registered on our platform	<ul style="list-style-type: none"> <li>Discovery of diverse set of products with ease</li> <li>Better prices and ease of payment</li> <li>Access to reliable suppliers</li> </ul>	<ul style="list-style-type: none"> <li>Periodic feedback through surveys</li> <li>Calls, SMS, WhatsApp, email support</li> <li>Website and mobile app</li> <li>Chat / email</li> <li>Buyer meets, workshops, conferences, webinars</li> </ul>	<ul style="list-style-type: none"> <li>Discovery of 95 million diverse products along with specifications and price discovery</li> <li>7.5 million supplier storefronts with ratings and reviews</li> <li>Behavioural data-driven algorithmic matchmaking</li> </ul>
<b>Suppliers</b> Suppliers are key to fulfilling requirements of the buyers on our platform in a timely manner	<ul style="list-style-type: none"> <li>Sustained BuyLeads and access to buyer profiles</li> <li>No unsolicited calls</li> <li>Assistance in lead and order management</li> </ul>	<ul style="list-style-type: none"> <li>Periodic feedback through survey</li> <li>Calls, SMS, WhatsApp, email support</li> <li>Website and app</li> <li>CRM – Lead Manager</li> <li>Account managers for paying subscription suppliers</li> </ul>	<ul style="list-style-type: none"> <li>Online visibility</li> <li>Lead generation / RFQ</li> <li>CRM – Lead Management System</li> <li>Order Management System</li> <li>Accounting and other business enablement software</li> </ul>
<b>Community</b> Communities provide us social licence to operate and strengthen our brand reputation	<ul style="list-style-type: none"> <li>Community welfare activities</li> <li>Employment opportunities</li> </ul>	<ul style="list-style-type: none"> <li>CSR activities</li> <li>Meetings with NGOs and community representatives</li> <li>Volunteering activities</li> </ul>	<ul style="list-style-type: none"> <li>Impact assessment studies</li> <li>Project monitoring and reviews</li> </ul>
<b>Regulators / Policymakers</b> They formulate legislations, policies and facilitate an ecosystem of co-development which ensures our business continuity	<ul style="list-style-type: none"> <li>Compliance with laws and regulations</li> <li>Contributing to nation development</li> <li>Panel discussion with regulatory body and industry associations</li> </ul>	<ul style="list-style-type: none"> <li>Compliance monitoring and management</li> <li>Ethical business practices</li> <li>Participation in industry bodies and forums</li> </ul>	<ul style="list-style-type: none"> <li>Supporting ecosystem for Government's 'Digital India' and 'Make in India' initiatives</li> <li>Stakeholder security and high level of compliance</li> <li>Suggestions on industry issues</li> </ul>
<b>Employees</b> Our employees are key to the success of our business and are at the centre of all our operations	<ul style="list-style-type: none"> <li>Learning and Development initiatives</li> <li>Growth opportunities</li> <li>Fair and transparent remuneration structure</li> <li>Health, Wellness and safety work environment</li> <li>Work-life balance</li> </ul>	<ul style="list-style-type: none"> <li>Regular meetings with the senior management and leadership team</li> <li>Informal team interactions</li> <li>Engagement activities</li> <li>Employee feedback survey</li> <li>Regular training programme</li> <li>Internal communication</li> </ul>	<ul style="list-style-type: none"> <li>Numerous hours of productive training provided</li> <li>iLeap: Unique opportunity to employees to enhance their skills by enrolling in educational programmes</li> <li>Wealth creation through ESOP/SAR for most employees</li> </ul>
<b>Investors &amp; Shareholders</b> They provide financial capital which is key to our growth and expansion plan	<ul style="list-style-type: none"> <li>Transparent disclosures and communication</li> <li>Business growth</li> <li>Dividend and capital appreciation</li> <li>Robust business model with prudent financial management</li> <li>Good governance</li> </ul>	<ul style="list-style-type: none"> <li>Comprehensive disclosures – investor presentation, quarterly audited financial statements, annual report, other publications</li> <li>Quarterly earnings call and regular investor (institutional or individual) interactions</li> <li>General Meetings (AGMs / EGMs)</li> <li>Company website</li> <li>Media articles</li> </ul>	<ul style="list-style-type: none"> <li>Declaration of 20% final dividend for FY 2022, subject to shareholders approval</li> <li>Buyback of up to ₹ 1,000 million for 160,000 equity shares at a price of ₹ 6,250</li> <li>Commenced integrated reporting journey</li> </ul>

The IndiaMART stakeholder value proposition is rooted in robust relationships. We have built our stakeholder relationships through well-defined engagement methods and mechanisms. To ensure their continuous nurturance, we closely monitor the stakeholder communities to understand their evolving needs and ensure effective response to the same. We believe this is vital for the Company's long-term growth and value creation.

## MATERIALITY ASSESSMENT

Material matters are those that are most important to us and our stakeholders and may impact our ability to create value over the short, medium and long-term. We are focussed on effectively addressing these matters to ensure holistic value creation for all.

At IndiaMART, we have adopted a mechanism based on peer review and engagement with internal stakeholders to identify material issues. Necessary steps are being taken to address these issues where necessary. Our intent over time is to undertake an extensive stakeholder engagement exercise involving both internal and external stakeholders to identify and address issues, if any, to ensure our long-term sustainability.

### Key Material Matters for IndiaMART

Environmental	Social	Governance
<ul style="list-style-type: none"> <li>Decarbonisation through internet and digitisation</li> <li>Comprehensive product assortment leading to digital inclusion</li> <li>Online promotion and discovery of green products</li> <li>Enabling businesses to go green</li> <li>Low carbon emissions</li> <li>E-waste management</li> </ul>	<ul style="list-style-type: none"> <li>Empowering Small &amp; Medium businesses</li> <li>Empowering small cities buyers</li> <li>Enabling employment generation across SMEs ecosystem</li> <li>Stakeholder management including customers, supply chain partners, employees &amp; shareholders</li> <li>Comprehensive employee welfare including their rights, health, safety and retention</li> <li>Diversity and Inclusion</li> <li>Community Development especially promoting education and healthcare</li> </ul>	<ul style="list-style-type: none"> <li>Enterprise Risk Management</li> <li>Privacy &amp; Data Security</li> <li>Ethical Code of Conduct of all stakeholders</li> <li>Transparent voluntary disclosures &amp; investor interactions</li> <li>Circulation of quarterly audited financials to individual shareholders</li> <li>Complaint redressal mechanism</li> </ul>

Read more about our Environmental, Social and Governance related initiatives from Page 47

## RISK MANAGEMENT

### ENSURING BEST-IN-CLASS RISK PRACTICES AND MITIGATING ACTIONS

At IndiaMART, we believe continuous monitoring and assessment of risks and opportunities to be vital to the success of our business strategy. We remain consistently focussed on identifying and analysing the existing and emerging risks that can impact our business. We endeavour to take timely actions to mitigate all potential risks in a timely manner. We continue to invest in ensuring best-in-class risk practices across the organisation to sustain long-term growth and value creation for the Company and our stakeholders.

#### Identifying the Key Risks

Identification of the key or principal risks is extremely important to our growth strategy and plans, particularly in the light of the dynamic nature of our business ecosystem. We have defined these risks as per their varying degrees of intensity and impact on our capitals. We have also mapped the mitigation strategies needed to address these risks on a sustained basis.

#### Our Risk Management Framework

To ensure timely and continual identification, assessment, monitoring and reporting of potential risks, we have in place a well-structured enterprise-wide risk management framework. The framework is rooted in our strong governance policies. We make sustained efforts to reinforce this framework to ensure its continued relevance in the transforming business environment.



- Our risk mitigation measures are integrated into the Company's business processes
- We have incorporated business risk evaluation and its management as an ongoing process within the organisation
- We have established a risk management committee to analyse the risks that occur within the business, and undertake appropriate measures to ensure seamless stakeholder access to our services and offerings

## External Factors & Force Majeure

### Description of Risk

Sudden and extensive change in macro-economic factors, such as Internet penetration growth and Online industry internet, including:

- Political scenario
- Natural disasters
- Epidemics
- Pandemics
- War
- Other force majeure events

### Risk Mitigation Actions

- Continuous and close monitoring of dynamic geopolitical scenarios and potential business implications
- Strengthening of internal controls to further safeguard against secondary risks
- Operational agility to assess and respond to situations with cost optimisation levers
- Well-diversified presence across geographies and industry verticals
- Long-term contracts with subscription suppliers and advance collection of subscription

## Technology Risk

### Description of Risk

IndiaMART's business is driven by telecommunications and information technology systems, networks and infrastructure. Hence:

- Any interruption or breakdown could impair the ability to effectively operate the marketplace or provide services
- Company needs to constantly adapt to the latest technological developments and industry trends, to ensure that it does not become outdated and/or less attractive to suppliers and buyers

### Risk Mitigation Actions

- Regular monitoring of emerging and upcoming trends
- Investments in product innovation and research
- Strategic investments in emerging tech-enabled opportunities
- Skill upgradation of employees to keep them abreast the latest technologies and methodologies
- Adoption of emerging technology-based tools to anticipate and be resilient to any potential impacts
- Certification obtained under ISO 27001 standards

## Competition Risk

### Description of Risk

Competition from new and existing companies may reduce demand for Company's services or cause loss of visitor traffic, market share or paying subscription suppliers. These could adversely affect:

- IndiaMART's business
- Financial health
- Results of operations

### Risk Mitigation Actions

- Benchmarking with the competition and keeping pace with emerging trends/industry developments
- Augmenting network effects along with scale
- Behavioural data-driven algorithmic matchmaking
- Strong relationships with suppliers

## Cyber Security & Data Privacy

### Description of Risk

Cyber security remains a predominant risk to business continuity for a technology-driven company like ours. It could lead to:

- Inability to protect our intellectual property rights from being infringed by others, including competitors

### Risk Mitigation Actions

- Robust cybersecurity framework, governance and monitoring controls in place
- Compliance with the best practices prescribed under the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011
- Certification obtained under ISO 27001 & 27701 standards
- Encryption of data, data back-up and recovery mechanisms for ensuring business continuity by undertaking ISO 22301:2019 certification

## Regulatory & Compliance

### Description of Risk

IndiaMART is vulnerable to non-compliance lawsuits and negative publicity despite sustained efforts to ensure genuine items listed/content are available on the Company's online marketplace.

- Adverse outcomes of future or ongoing legal proceedings may adversely affect our business
- Company is also subject to multiple compliances and regulations in India and other countries where it operates; changes or non-compliance in such regulations can impact the business

### Risk Mitigation Actions

- Focus on onboarding trusted suppliers
- Well-structured and governance compliance framework and controls
- Awareness creation among employees with respect to compliance and regulatory changes
- Comprehensive User Policy and Code of Conduct for stakeholders

## Brand Value Erosion

### Description of Risk

Company's continued success depends, in significant measure, on the strength of our brand and our reputation.

- Misconduct or poor performance by our suppliers and buyers, despite our efforts to monitor them, may hurt our brand and reputation as a trusted platform for business transactions
- This may also subject us to legal liability

### Risk Mitigation Actions

- Strong comprehensive customer feedback mechanisms in place
- Structured process for vendor onboarding
- Well-established and monitored business continuity plans, crisis management policy
- De-risked operations and community engagement initiatives
- Strong focus on fostering ethical and compliance culture
- Trust-building initiatives by formulating User Policy



## CASE STUDY

# NAVIGATING MARKET CHALLENGES

Maruti Technologies was established in 2008 as a manufacturer and trader of electrical components, such as MCB distribution board, and Miniature circuit board. However, the company soon realised the potential of the solar energy market and shifted its focus to trading, manufacturing, and installation services for solar products and accessories. It also began manufacturing electric test benches, plastic enclosures, plugs, and sockets.

To expand its reach and boost sales, Maruti Technologies joined IndiaMART in 2014 as a paid subscriber. Since then, the company has experienced exponential growth, with 50% of its sales coming from IndiaMART. This has resulted in a significant increase in revenue, from ₹ 15 lakh in 2014 to ₹ 1.5 crore currently.

Maruti Technologies' success can be attributed to its focus on quality products and services, as well as its partnership with IndiaMART. The platform has allowed the company to reach a wider audience and tap into new markets, leading to sustained growth and profitability.

It has helped my business to reach wide range of audience hence boosting up sales, post COVID-19 the online business has shown tremendous growth

It has helped my business to make online presence which is necessary in today's digital age

### WHAT IndiaMART HAS MEANT FOR BHUSHAN BAXI

Business via IndiaMART  
**50%**

Revenue growth  
**10x**

IndiaMART has been a game-changer for Maruti Technologies. It has helped us reach a wider audience and increase our revenue by 10 times since joining in 2014.

**Bhushan Baxi**  
Proprietor, Maruti Technologies, Vadodara



# SHARPENING THE INDIAMART BRAND EDGE

The IndiaMART's brand positioning is distinctive and impactful. It resonates with the transforming needs of buyers and suppliers in the evolving business ecosystem.

## IndiaMART Aur Kya!

We have Created Regional Translations of our Campaigns to Connect with our Diversified Audience Across Geographies.

Reach garnered by our new brand campaign videos

**1 Million+**

Users acquired organically on YT, IG and FB since the launch of campaign

**30K**

**2023**

- Positions IndiaMART as the one-stop expert for all business needs; providing all businesses with reliable assistance through our products & services, at every step of the way
- Communicates the message of being a trusted support system to the business community



**2019**

- Aligned with IndiaMART's mission to make doing business easy for millions of businesses by providing them with tech-enabled, easy and cost-effective solutions
- Aimed to establish IndiaMART as a brand that is synonymous with the concept of ease of use



**2014**

- Positioned IndiaMART as the preferred destination for buyers for the fulfilment of all their key needs, whether business or personal
- Showcased the ease of purchase on IndiaMART



Some of the videos and social media campaigns to propagate this message are as follows:

### Brand Film 1

**One-Stop Expert for all your Business needs | IndiaMART Aur Kya!**



#### Description

Running a business all by yourself can be an extremely demanding task. But when you have a trusted support system by your side, the going gets a lot smoother. With over 26 years of legacy & leadership in the online B2B marketplace ecosystem, IndiaMART has steadily transformed into a one-stop expert for all your business needs. From driving commerce and setting up safe payment options to providing logistical support & enabling sales, there's only one place that's best suited for your business - IndiaMART, Aur Kya!

### Brand Film 3

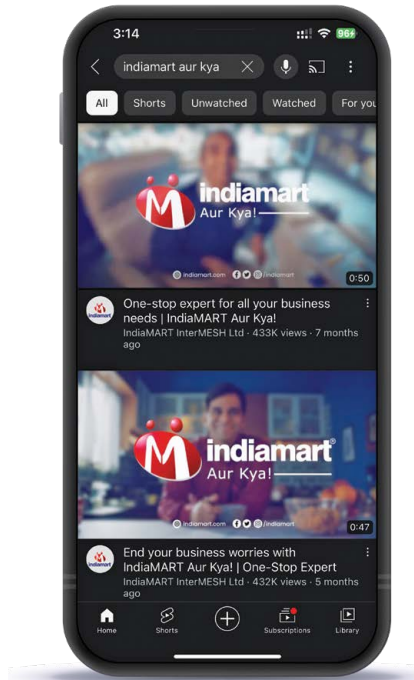
**End your Business Worries with IndiaMART Aur Kya! | One-Stop Expert**



#### Description

"I no longer worry about my business," says no business owner ever! From sourcing raw materials and managing inventory to ensuring sales, it's all what they think, dream and talk about, round the clock, 24x7. Fuelled by its mission 'To make doing business easy', IndiaMART has steadily transformed into a One-Stop Expert Solution for all business needs.

From driving commerce, setting up safe payment options to providing logistical support & enabling sales, there's only one place that's best suited for all businesses - IndiaMART, Aur Kya!



### Brand Film 2

**IPL Video Campaign**



#### Description

The Cricket season is on. Why let the stress of running a business get in the way of your love for cricket? Let IndiaMART take care of it! Enjoy the game with your loved ones and we will ensure that aapke business ka #WicketNahiGirega

### Brand Film 4

**Passion Bhi, Business Bhi, with IndiaMART, Aur Kya!**



#### Description

Running a business always requires you to give it your all. To many of us, it may mean sacrificing our passions & interests. That's where IndiaMART steps in, with the perfect solution for a musical work-life balance. Sign up now and let the rhythm of stress-free business growth take over!

### Brand Film 5

**Women's Day Campaign**



#### Description

She is a Super Woman, a multitasker, and a pro at managing work and household. This is how we often praise and compliment women. But are these really compliments? We need to stop imposing the "Perfect Woman" tag on women. Rather, create a more inclusive society that values their contributions and empowers them to pursue their dreams & passions fearlessly. Every year IndiaMART welcomes many women entrepreneurs who are determined to shatter such stereotypes and create a new story.

## CASE STUDY

# QUICK-TIME RIGHT SOURCING

U.P. based KB Traders has been able to source different products from a single channel in a very short span of time as a result of its association with IndiaMART. Having forayed into the defence contracting space only in 2022, the speed with which Satish Yadav, who was previously working as a project engineer with no business experience, has learnt the ropes is remarkable indeed. Satish had been using IndiaMART for all his business needs that have strict timelines. There is an increase in the tender contracts received by KB Traders and the business has been growing since then.

Access to genuine suppliers, which increases product supply, thus reducing costs and thereby positively impacting profitability

Convenient communication via the platform, with easy accessibility to the customer care team

### WHAT IndiaMART HAS MEANT FOR KB TRADERS

IndiaMART has provided a platform for me to connect with the right supplier, and I can easily purchase what I require by raising necessary requirements. I can get leads free of cost and the response rate is good. This enables me to service our customers in a timely and effective manner. I am now looking forward to starting an offline store as well.

**Satish Yadav**

Proprietor & CEO, KB Traders, Gorakhpur

Business via IndiaMART

80%

Savings in cost

10-12%



## BOARD OF DIRECTORS & MANAGEMENT TEAM


**Dinesh Chandra Agarwal**

Managing Director &amp; Chief Executive Officer

**Education**

B.Tech in Computer Science from HBTI, Kanpur University

**Experience**

HCL America, C-Dot,CMC


**Brijesh Kumar Agrawal**

Whole-time Director

**Education**

BMS from Lucknow University and PGDBM from NIILM, Delhi

**Experience**

H N Miebach Logistics and Charter member of TiE


**Dhruv Prakash**

Non-Executive Director

**Education**

Masters degree in Science (Chemistry) from Meerut University and PGDM from IIM, Ahmedabad

**Experience**

Korn/Ferry International, Helion Ventures, Hewitt Associates (India), Amar Dye-Chem, DCM Toyota


**Elizabeth Lucy Chapman\***

Independent Director

**Education**

Bachelor's degree in Science Chartered Financial Analyst

**Experience**

DBS Bank, Goldman Sachs, The Welcome Trust Limited, Nahar Credits

*\*Resigned from the Board of the Company w.e.f., October 07, 2022*


**Dinesh Gulati**

Chief Operating Officer

**Education**

B. Tech (Chemical Engineering) from HBTI, Kanpur University and MBA from FMS, Delhi University

**Experience**

Kodak India Limited, Bharti Airtel, Reliance Infocomm, Indian Express


**Prateek Chandra**

Chief Financial Officer

**Education**

Chartered Accountant and B Com (H) from SRCC, Delhi University

**Experience**

Bharat S. Rout &amp; Co, Exl, HT Media Limited


**Amarinder Singh Dhaliwal**

Chief Product Officer

**Education**

B. Tech (Textile Technology) from IIT Delhi and PGDM from IIM, Ahmedabad

**Experience**

Micromax, BCCL, Times Internet, SBI Capital Markets


**Vivek Narayan Gour**

Independent Director

**Education**

Bachelor's degree in Commerce, Master's degree in Business Administration, Owner/President Management Program from Harvard Business School

**Experience**

First Leasing Company of India, Infrastructure Leasing &amp; Financial Services, Tata Finance, Genpact and GE Capital Services India, Air Works MRO Services and Air Works India (Engineering)


**Rajesh Sawhney**

Independent Director

**Education**

B. Tech (Electronics and Communication) from Delhi University and Master's degree in Management Studies from University of Bombay

**Experience**

Reliance Capital and Reliance Entertainment


**Pallavi Dinodia Gupta\*\***

Lead Independent Director

**Education**

Chartered Accountant &amp; Bachelors in Law

**Experience**

S R Dinodia &amp; Co LLP

*\*\*Appointed on the Board of the Company w.e.f., October 20, 2022*


**Vivek Agrawal**

Chief Information Officer

**Education**

B. Tech from Maharshi Dayanand University and PGDM from FORE School of Management, Delhi

**Experience**

ResearchCo Reprints, eBIZ.com


**Manoj Bhargava**

Group General Counsel, Company Secretary and Compliance Officer

**Education**

BCom (H), LLB from Delhi University, LLM from IP University, Delhi and Company Secretary

**Experience**

HT Media Ltd., Varun Beverages Ltd., Barista Coffee Company Ltd., India Today Group



## EMPOWERING ALL THROUGH EASE OF DOING BUSINESS

IndiaMART supports the transformation towards sustainable economies and societies through constantly upgrading its initiatives and operations for more than 25 years by enabling ease of access to all buyers and suppliers, including users present in tier 2 and 3 cities as well as the underprivileged sections of the society. The Company, through its purpose and business model has integrated sustainability into everything that happens at IndiaMART, thereby driving real world impact in societies, economies and the environment.

The Company has taken up a multifaceted approach towards ESG. It is committed towards all aspects of societal development, responsible business, environmental sustainability and digital inclusion of businesses.

Through its initiatives, it aims to empower small and medium enterprises ('SMEs') and women entrepreneurs to promote their products on IndiaMART and generate online business leads for themselves. The Company also looks to promote environment-friendly/green products on its website thereby aiding transformation to a more sustainable community and economy. As a part of its journey towards deeper decarbonisation, IndiaMART is looking to achieve indirect saving of emissions by reduced transport and paper usage of supplier and buyer by facilitating digital interactions, paperless operations, digitised payments and easy access.

IndiaMART follows all the best practices for the industry and constantly empowers its workforce, associated communities and stakeholders. The Company aspires to listen to its stakeholders, attempt to understand their concerns, and take actions to meet their expectations. The Company aims to create higher social and environmental impact year-on-year by redefining its sustainability initiatives and delivering on the mission.

IndiaMART is committed to creating long-term sustainable value for all our stakeholders, including our shareholders.

# ENVIRONMENT

## Strategic Approach

IndiaMART continually takes into account ESG factors into its operations and strives to adopt sustainable practices to progress towards a low-carbon economy. Through its services, it also aims to influence its stakeholders especially the buyers to achieve the same for deeper decarbonisation. IndiaMART understands that a transition to a sustainable economy is not just an

opportunity to prevent risks but also a pressing responsibility.

## Fostering Digitally-enabled Businesses

IndiaMART has made significant efforts to aid its stakeholders, and, by extension, society at large migrate to a greener lifestyle in addition to digitising its own operations. The Company is facilitating the transition to digitalisation of the

entire buyer and supplier ecosystem connected through its online platform and has indirectly contributed to minimising paper consumption and decreasing carbon emissions. Through digitalisation, we are helping businesses not only able to identify and address inefficiencies which are increasing their costs, but further helping them expand presence and gain credibility among their customers.

**Through its Marketplace, IndiaMART is Fostering Digitalisation, which is not only Progressive for Businesses, but also Beneficial for the Environment because it helps in:**

### Reduction in Paper Wastage

88 million Unique Business Enquiries / Digitised RFQs being distributed 5.4 times leading to **479 million** total business enquiries delivered

**Digitised conversations** including sharing of **79 million** e-catalogues by suppliers to prospective buyers

**100K+** digital payments facilitated between buyers and suppliers

### Reduction in Travel and Transport

Free access to a wide base of **7.5 million** responsive and trusted suppliers

Access to **95 million** products with specifications including prices to the extent available

Online interaction between buyers and suppliers from **1,000+** cities and towns

Note: All figures are as at and for the year ended March 31, 2023

## Transitioning and Enabling Transition to Green

IndiaMART recognises the increasing demand for sustainable products and have taken a proactive approach to meet this demand to enable the transition of various communities to adopt green or sustainable products.

As of March 31, 2023, the Company has listed ~558K suppliers for solar, wind, and other renewable products who currently offer over 1.6 million green products on the platform. By providing multiple features for discovering green products, such as voice and multi-language search, price discovery, and detailed specifications,

IndiaMART takes pride in its efforts to promote sustainable products and align the operations with the changing needs of its stakeholders. Further, for providing easy access of the green products to the buyers, the Company has facilitated ~4.2 million enquiries and connected buyers with relevant suppliers of green products across various categories. This has enabled customers to easily find the products they need, while also supporting the growth of environmentally conscious businesses.

Green products

**1.6 million**

With focus on enabling supply of sustainable products on a larger scale in order to contribute towards reducing the environmental imbalances, the Company has listed considerable renewable energy products, energy-efficient products, water and waste management products and many others on its platform to facilitate sustainable adoption across geographies.

In addition to promoting the discovery of finished eco-friendly products, IndiaMART also recognises the importance of providing access to raw materials used in the production of such products to enable creation of a sustainable and green value chain.



Electric Bike Batteries



Phosphate Solubilising Bacteria



Neem Cake Fertiliser



Spill Kit



Loom Solar Panel



DC Solar Pump

Creating Green Ecosystem



Unique Buyers Enquiries from Tier III cities

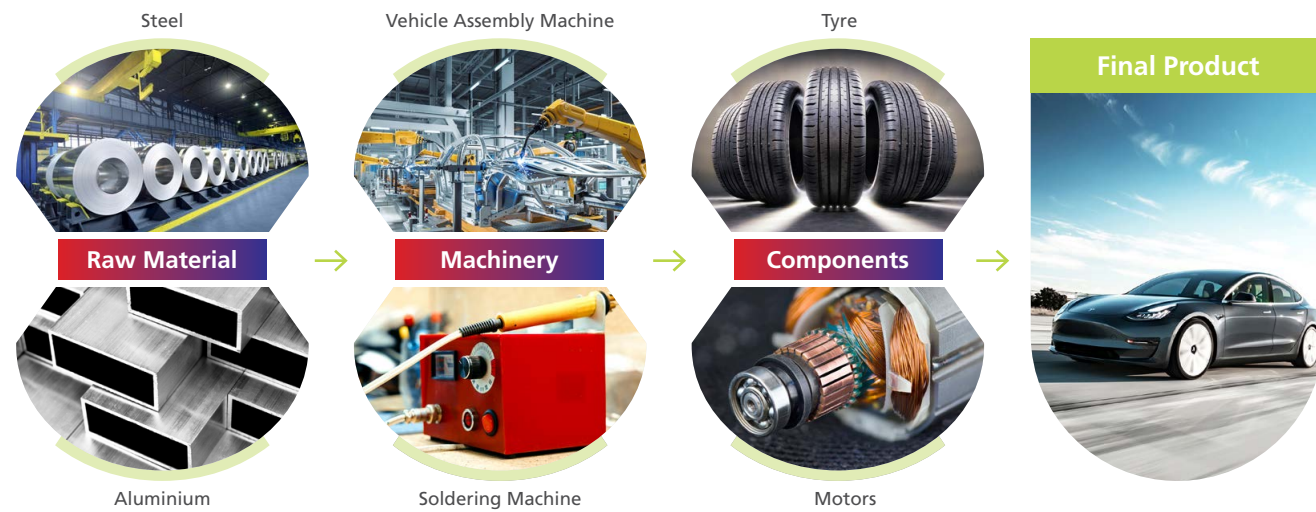
51%

Suppliers from Tier III cities

35%

\*Miscellaneous includes green construction material, khadi, recycled, other eco-friendly products

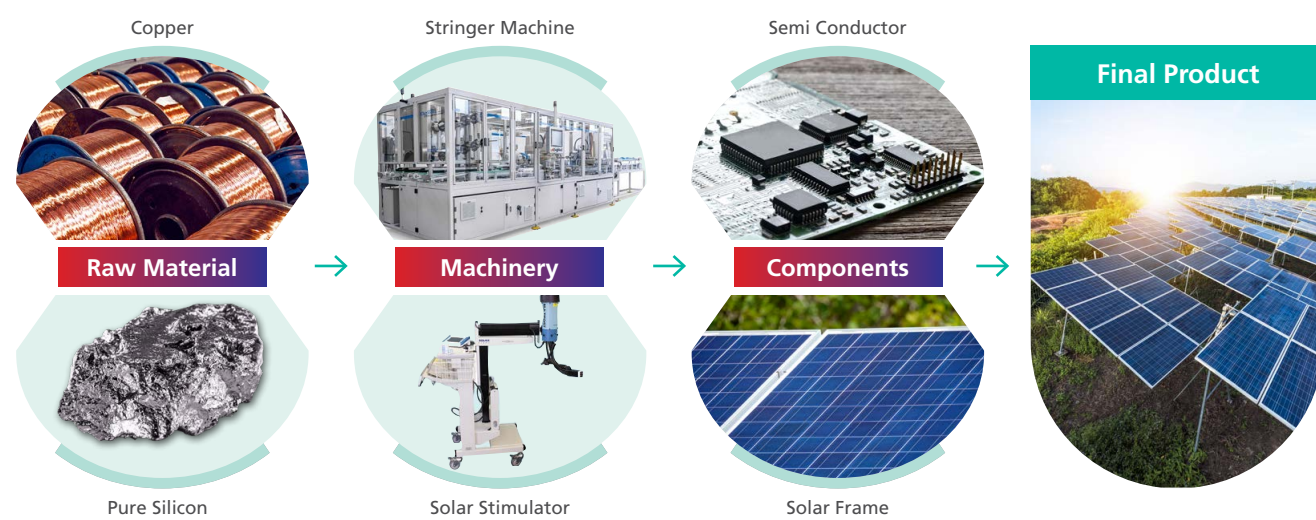
End-to-End Value Chain Discovery - Electric Car



End-to-End Value Chain Discovery - Edible Cutlery



End-to-End Value Chain Discovery - Solar Panel



The Company believes that promoting sustainable development is not only a responsibility but also an opportunity to create long-term value for all the stakeholders and contribute to a greener future for all.

Operational Eco-efficiency

The Company is aware of its responsibility towards the environment and strives to go above and beyond to create value while remaining committed to sustainability. With technology-driven processes, the operations at IndiaMART are a testament to the Company's strategy, vision, and mission, all of which are closely aligned with sustainability. Creating positive environmental impacts is a critical element of driving the Company's sustainable growth journey forward.

Emissions

With the aim of reducing its carbon footprint across all of its operations, IndiaMART is strongly committed to advocating and supporting sustainable development in line with the SDGs. To achieve these goals, all greenhouse gas emissions resulting from its direct and indirect operational activities are measured to determine its carbon footprint.

The Company has undertaken efforts to lower its emissions by transitioning to renewable energy sources wherever possible, the solar rooftops at its corporate headquarters play a crucial role in reducing greenhouse gas emissions and protecting the long-term health of both humans and the environment.

**Scope 1 Emissions:** Includes the direct emissions that result from activities within the organisation's control like, on-site electricity generation, heating, cooling, company-owned vehicles, fugitive emissions.

**Scope 2:** Includes indirect emissions from any electricity, heat, etc. purchased and used in the office premises namely, imported electricity – Grid/TPP

IndiaMART calculated its carbon footprint across various scopes using the GHG protocol technique outlined by the Organisational Foot-printing Standard – ISO 14064-1 as follows:

Sources of Emissions for IndiaMART		
Scope 1	Diesel Consumption – DG Sets	
Scope 2	Electricity Consumption across Offices	

Particulars	FY 2023	FY 2022
Scope 1	15.42	5.11
Scope 2	347.53	310.72
Total GHG Emissions (in tCO <sub>2</sub> e)	362.94	315.83
GHG Emissions Intensity*	0.04	0.04

\*tCO<sub>2</sub>e/million rupees of turnover



Ensuring use of renewable energy on site or switching to renewable energy suppliers to the extent possible



Installing renewable heat and cooling systems



Improving energy efficiency of appliances like switching appliances off when not in use, better control over heating, LED lighting, insulation to reduce heat loss, etc.







**Waste Management**

The Company's e-waste management approach revolves around the principles of Reduce, Refurbish, and Recycle. IndiaMART aims to minimise waste generation through various measures and refurbishes IT assets when feasible to restore their functionality, resulting in cost savings and waste reduction. The remaining e-waste and assets that cannot be refurbished are recycled through certified recyclers to ensure environmental sustainability. Furthermore, dry waste originating primarily from paper usage, which has been addressed as the organisation prioritises reducing paper consumption by digitising the value chains and services. Through these efforts, the Company has been able to significantly lower its e-waste generation.



**Water Stewardship**

IndiaMART acknowledges the indispensable role of water as a basic and irreplaceable natural resource. While the Company's activities are not water-intensive, we focus on efficient water management across our operations. As a part of its water stewardship, we have undertaken initiatives to reduce the extensive use of water even across its domestic activities of flushing and cleaning. Moreover, the Company has also undertaken various awareness programmes to outspread the responsive usage of water as a resource. We also encourage safeguarding the environment and conserving the natural resources further motivates our service providers and channel partners to adopt eco-friendly practices and reduce their negative impact on the environment.

end, the headquarters is housed in an IGBC LEED certified Green Building that has earned a Gold-rating as per the shell rating system. By adhering to IGBC guidelines, the corporate office promotes building efficiency in terms of water, energy, and material use, while minimising negative environmental and human health impacts through improved

design, construction, operation, and maintenance. As a part of the Green Building programme, the premises have in place rainwater harvesting systems, solar streetlights, energy-efficient bulbs, etc. IndiaMART ensures that the corporate office remains sustainably green through continued adherence to certification and ratings from the Green Building Council.



**Green Building**

The majority of IndiaMART's employees work from the Company's corporate office in Noida, Uttar Pradesh, which has been designed to align with the Company's sustainability vision. To this

Solar Power

**510 W**

Rainwater Harvesting Capacity

**505.65 M<sup>3</sup>**

**SOCIAL**

**Empowering Small Suppliers through Digitalisation**

Small suppliers in India face various challenges due to the country's evolving business environment, which can make it challenging for them to compete effectively in the Indian market and limit their growth potential and opportunities for success. These challenges include limited access to financing options, which can make it difficult for them to expand their businesses or meet their working capital requirements. Additionally, small suppliers may have limited market access to reach a broader market, as they lack the resources to market and promote their products effectively. They may also face inadequate infrastructure, including transportation and storage facilities, which can result in increased transportation costs, longer lead times, and lower quality products due to a lack of proper storage facilities. As most of these small city suppliers operate as sole entrepreneurs or with a limited manpower resources, they become responsible for handling all the tasks relating to business ranging from production to sales and marketing. In essence, they manage all aspects

of their business independently with limited technology adoption which generally result in missed opportunities to grow their businesses and reach new customers.

Limited technology adoption is a significant challenge faced by small suppliers in India due to multiple reasons. Firstly, many small suppliers may not be aware of the benefits of new technologies or may not know how to use them effectively, leading to hesitation in investing in new technology as a priority. Secondly, investing in new technology can be expensive, and these suppliers may not have the resources to make these investments. Thirdly, inadequate infrastructure, the hardware and software needed to use new technology effectively, can limit technology adoption. Overall, these challenges make it challenging for small suppliers to compete effectively in the Indian market, limiting their growth potential and opportunities for success.

IndiaMART, through online business leads generation, has created a wealth of opportunities for small businesses

of all sizes to expand their customer base and grow their business. Through IndiaMART, small businesses can access a much larger market and reach out to new customers by improving their visibility on IndiaMART with a broader range of products and competitive prices.

At IndiaMART, we strive to promote technology adoption and provide training and support to small suppliers. We help small suppliers to understand the benefits of having an online catalogue, provide them with access to affordable technology solutions, and offer training and support to help them use IndiaMART effectively. Our online platform allows suppliers to showcase their products and services, increasing their visibility and reach to potential customers. Additionally, we provide suppliers with access to competitive pricing information, allowing them to price their products and services competitively. Other solutions, such as lead management system, accounting software and payment solutions help suppliers to navigate the challenging business environment and focus on their core competencies.

Additionally, various tools by IndiaMART are provided to help these small businesses to improve their customer engagement. With these, small businesses can communicate with customers in real-time, send push notifications, and offer personalised promotions. This improved engagement not only benefits the business, but also enhances the overall customer experience. With the ability to reach customers more easily, improve customer engagement, and streamline operations, small businesses can leverage IndiaMART platform to their advantage.

Overall, we strive to help small suppliers overcome the challenges they face and create a level playing field for them so that they succeed in the Indian market. We provide the right stimulus





for empowering suppliers, particularly micro, small and medium businesses across the country by providing them:

- Education and Assistance for Digital Transformation
- Enabling business in cost effective manner
- Free visibility to help suppliers establish and grow

### Education and Assistance for Digital Transformation

IndiaMART recognises the importance of creating awareness among its suppliers on various aspects of business. During the onboarding process, the team assists the suppliers in the smooth transition from offline to the online business model. The Product/Brand Catalogues are initially created with the guidance of the IndiaMART team followed by further assistance and training to manage the account. IndiaMART's Customer Service team continuously keeps in touch with the suppliers to educate them in making the best use of the online platform and its features to grow their business. Multiple educational and learning videos

are also available at seller's dashboard, company's social media handles and YouTube channels which helps sellers in resolving queries related with product, search, payment, catalogue, buy lead and company's profile irrespective of free or paid supplier.

During the reporting period, IndiaMART provided relevant training to its suppliers over various business acumen topics to sharpen their skillset. These trainings cover topics such as creating attractive product catalogues, managing orders and payments, responding to enquiries, and managing disputes. These training sessions and educational videos helps suppliers to take maximum advantage of the platform and expand their businesses quickly.

### Enabling Business in Cost Effective Manner

Centralised platform to conduct transactions reduces the need for suppliers to reach the target customers through intermediaries and incur on traditional marketing and advertisement to access to new markets and incur higher transaction cost. IndiaMART has

been playing crucial role by providing both free and paid suppliers with various value-added tools like Web storefront, priority listing, participating in the RFQs, CRM lead manager and other SaaS based solutions to widen their domain across geographies to meet growing consumer demands and streamline their processes to reduce the additional transactional and administrative cost and benefit by getting the best value for their money invested.

### Free Visibility to help Suppliers Establish and Grow

By listing the products online, suppliers will be visible to buyers coming from all over India. In addition to that, few shortlisted suppliers get cloud telephony service and access to basic CRM or lead management software which helps them in tracking and managing their business enquiries better, enabling a better follow-up and conversion of business enquiries. As on March 31, 2023, 7.3 million suppliers are registered free of charge, comprising >95% of the total suppliers registered on IndiaMART in their journey to expand their business and grow more quickly.

## OUR SMALL CITY SUPPLIER SPEAKS:

# REACHING A WIDER AUDIENCE

Deepak Garg's journey to becoming a successful entrepreneur began after he completed his class 12 and started working as a cybersecurity instructor at Jetking. In his role, he gained valuable experience and developed a deep understanding of the cybersecurity industry.

In 2017, while pursuing his Btech, Deepak launched his own venture called Ethical India, which provided a wide range of IT courses such as cybersecurity, windows server, linux, python, php, wordpress, cisco, CCNA, as well as services like website designing and search engine optimisation. After facing difficulties with other platforms, Deepak joined IndiaMART's paid subscription, which played an important role in the growth of his business.

Since joining IndiaMART, Ethical India has seen a 75% increase in business, and currently, 90% of its business comes from IndiaMART. The association with IndiaMART has allowed Deepak to reach a wider audience and significantly grow his business. The success of Ethical India is a testament to the importance of finding the right platform to help grow a business, and the role that IndiaMART plays in enabling small businesses to succeed in the competitive market.

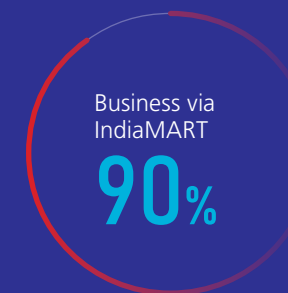


**"Joining IndiaMART was a game-changer for Ethical India. It allowed us to reach a larger audience and significantly grow our business. Currently, 90% of our business comes from IndiaMART, and we're grateful for the platform's support in enabling us to succeed in the competitive market."**

**Deepak Garg**  
Founder CEO, Ethical India, Aligarh



**WHAT IndiaMART HAS MEANT FOR DEEPAK GARG?**





### Empowering Small City Buyers

Buyers, especially those who are based in smaller cities in India face a multitude of challenges that hinder their ability to purchase goods and services at optimum cost. The limited availability of products in smaller cities poses a challenge for buyers as many product manufacturers and service providers may not have a presence in those small or rural areas. This makes it challenging for buyers in those cities to access the products they need, and they may have to either pay higher prices for essential goods and services or spend significant time and resources to procure these from nearby bigger cities. Additionally, limited access to information about products and services makes it difficult for buyers to make informed purchasing decisions, resulting in buyers paying higher prices or purchasing products that do not

meet their needs. Limited infrastructure such as transportation also affects the availability and quality of products, resulting in higher transportation costs, longer lead times, and lower quality products. Overall, these challenges make it difficult for small city buyer in India to access the products and services they need at affordable prices.

IndiaMART is committed to bridge this gap by enabling small city buyers to stay informed about the latest products and services and make informed purchasing decisions. To achieve this, we provide 100% free assistance to buyers through our extensive supplier base, which offers a wide range of products and services on a single platform. With access to over 95 million products with specification and prices to the extent available, profile of suppliers, customer reviews, and ratings, we

provide transparency and trust, helping buyers make informed purchasing decisions. Additionally, our platform provides buyers with competitive pricing information, enabling them to negotiate better deals with suppliers and save money on their purchases. Our user-friendly platform also allows buyers to search for products and services, request quotes, and place orders, saving them time and streamlining their procurement processes.

As on March 31, 2023, IndiaMART has recorded 31% of its registered buyers from the top 8 metro cities viz., Delhi NCR, Mumbai, Bengaluru, Hyderabad, Kolkata, Ahmedabad, Pune and Chennai. 44% of registered buyers are from town with less than 5 lakh recorded population are utilising IndiaMART platform free of cost for their procurement needs.

### OUR SMALL CITY BUYER SPEAKS:

## FROM OFFLINE TO ONLINE

Raj Automotives is a retailer of tyres, tubes, flaps and other automobile requirements in the city of Faizabad, UP. The retailer did not upgrade to technology/online B2B marketplace until 2018 when the owner of the firm saw the potential to substantially lower its costs in the auto parts segment by buying via B2B marketplaces.

Post this transition, the firm has been getting bulk orders and enquiries from nearby towns and this has helped the firm to continuously grow and expand its reach.



IndiaMART has been the most reliable platform to get in touch with relevant suppliers

The leads enquiry time for the platform is very quick and that has helped the buyers to serve his retail customers in a very short turnaround time

The owner expects its customers to increase further overtime and hopes that this trend will substantially increase his purchasing from IndiaMART

### WHAT IndiaMART HAS MEANT FOR RAKESH SRIVASTAVA

Rakesh Srivastava  
Proprietor & CEO, Raj Automobiles, Faizabad



OUR SMALL CITY BUYER SPEAKS:

# CLIMBING THE GROWTH LADDER

Mr. Ahuja owns and operates Ahuja Cold Storage, which is his family business he joined back in 2018. The business was established in 2010 and deals in cold storage of fresh fruits and vegetables. Cold storage business requires a lot of spare parts and post his joining the business, Nikhil recognised the buying spare parts and allied products online would really save a lot of time and make it much more efficient.

In 2019, Ahuja cold storage implemented IndiaMART into its buying mechanism and from there on, there is no looking back for the business.



There is no delay in storage as there are multiple verified suppliers on the platform

Very convenient to order in bulk quantities and be prepared for contingencies

Able to store more stock, directly impacting my profitability

**Post IndiaMART integration, my business is not hauled due to a lack of spare parts and supplies that are needed for operation. My sales has doubled during the last 2 years and I expect this to further increase in the next summer season.**

**Nikhil Ahuja**  
Ahuja Cold Storage, Ayodhya

WHAT IndiaMART HAS MEANT FOR NIKHIL AHUJA

Savings in cost  
**20-25%**



## Augmenting Employment and Livelihoods

### Enabling Employment

IndiaMART has always strived to align its vision and operations towards creating value for all its stakeholders including the community around it. As a part of this vision, the Company looks to creating employment opportunities not only within its organisation but also ensures to enhance employment throughout its value chain. As on March 31, 2023, the Company employed 4,399 people across sales supervision and servicing, product and technology for its operations. In addition, large number of people have been provided an indirect employment through various service providers that provide services to IndiaMART. IndiaMART also generates leads for small and medium businesses registered on the platform that helps these businesses grow themselves. Many of the businesses employ additional manpower to manage this growth, especially towards handling the business enquiries and convert them to get additional business. This growing ecosystem results in creation of employment opportunities at multiple levels across these businesses.

### Online Associate Program ('OAP')

IndiaMART's nonstop endeavours of inclusivity among masses and to decrease disparities led to the organisation spearheading in laying out an 'Online Associate Program'. This program is particularly intended for Mothers, People with Disabilities ('PWD') and other individuals who may not wish to do full time job, however, are quick to embrace specific part-time opportunities without being permanently employed.

Associates trained to re-enter the workstream by OAP

**~1,350**

People in sales supervision and servicing, product and tech

**4,399**

Women associates trained by OAP

**~94%**

### Women Entrepreneurship

IndiaMART is an equal opportunity employer and believes in extending this philosophy with its channel partners also. The Company understands the importance of promoting and uplifting the women entrepreneurs and hence through its platform provides them with a fair chance at creating value and business taking them one step ahead towards becoming independent and self-sustainable. IndiaMART strives to foster

higher number of women entrepreneurs as it understands that they play a crucial role in building the economy through enhanced employment generation leading to accelerated development. While the organisation believes that women entrepreneurs inspire more women to start their own businesses, it also ensures that it reduces the gender gap in its overall workforce.

OUR SUPPLIERS SPEAK:

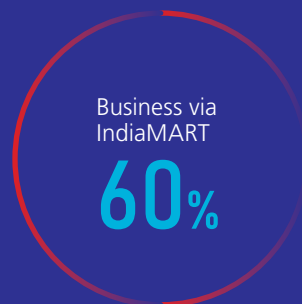
# CHANGING THE GAME

For Delhi-based Space Cool Systems Private Limited, the decision to partner with IndiaMART in 2011 proved to be a game-changer. IndiaMART has played a crucial role in the success of the company. The company is in the business of manufacturing and exports, specialising in the production, supply and installation of high-quality misting systems and commercial coolers, among others. The past five years have witnessed a doubling of the company's revenue – a statistic that endorses the strength of the company's partnership with IndiaMART and speaks volumes for its commitment to quality and customer satisfaction.



IndiaMART has played a significant role in our business growth by expanding our reach, generating more leads, and doubling our revenue in the past five years. We are grateful for our partnership with IndiaMART, which provided us with the resources and support we needed to succeed in today's market

**Punam Bindal**  
 Director, Space Cool Systems Private Limited, Delhi



WHAT IndiaMART HAS MEANT FOR SPACE COOL SYSTEMS



## Building a Trusted & Ethical Platform

IndiaMART adheres to ethical business principles in all of its routine operations. IndiaMART has a User Policy in place that prohibits all types of unethical behaviour, including that which is against the law, morals and public morality. IndiaMART has proactively taken various measures to build-in mechanisms to control listing of illegal, counterfeits and other such questionable products/services. IndiaMART's User Policy categorically restrict and advise our users not to post contents with respect to sale of hoax or stolen goods, the promotion of illegal activities or availability of controversial

weapons and munitions, as well as any other information/content that might endanger India's unity, integrity, defence, security, or sovereignty in order to ensure that these users act ethically. IndiaMART, has heavily invested to put in place automated processes through keywords and machine learning across our listing categories. The mechanisms automatically restrict usage of keywords/products on the Website and voluntarily prohibit certain products and services on the platform which have a greater impact on the social life of the public at large.

### The Exclusion List Centres on a few Key Identifications:

- Endangered Species
- Alcohol/Tobacco
- NDPS Act of 1985 Sexual Enhancement Drugs & Other Adult Products

The list comprises, more than 8K keywords that are restricted. Additionally, certain publications that go against ethical and moral standards have been excluded, such as those that prohibit the use of temporal or abusive language or the selling of specific pet animals.



Partnerships with global organisations like the International Narcotics Control Bureau (INCB) and national organisations like the Narcotics Control Bureau (NCB) have been successful in reducing the possibility of online trafficking of new psychoactive substances, synthetic opioids, and precursors. The Company's expertise and excellent ethical standards in support of creating a healthy and drug-free nation were also appropriately recognised. With the use of AI-enabled technology and machine learning technologies, the Company continually updates the restricted list to maintain adequate checks and balances in accordance with its steadfast stance that it should not promote companies that work against the interests of the general public.

IndiaMART was invited to a 3-day conference in Vienna, Austria in August 2022 by INCB to present our perspective and views on 'Effective voluntary cooperation to interdict trafficking of dangerous substances'.

In addition to the above, IndiaMART regularly keeps in touch with Ministry of Electronic and Information Technology (Meity) and Department of Telecommunication (DOT) to ensure that fraudsters impersonating IndiaMART with public at large for committing fraud/cheating etc., are disabled/brought down by them immediately upon notification. ~20 websites/webpages violating such rights or committing deception were brought down by Meity and DOT.

### User's IPR Protection Mechanism

In addition to giving our users access to a worldwide market, we are dedicated to defending the intellectual property rights of all users and rights holders. With 95 million goods spread over 95,000 categories and over 170 million registered buyers ranging completely in different spheres without any emphasis on advertisement of any product category, our site could occasionally be used in ways that violate third party(s) intellectual property rights. Rights holders may easily file complaints about

illegal listings on our platforms through our website or the customer service phone line. In this regard, we received about 4,500 IPR complaints throughout the course of the full fiscal year, which is quite a few given the number of product listings on our platform. In order to respond to these complaints, issues, or grievances as quickly as possible, we have institutionalised the mechanisms.

In order to provide a more accessible and convenient mechanism to our Users, we upgraded our practice in relation to handling IPR grievances which is now more transparent and immediate. Our process revolves around providing immediate relief to the right holder/complainant, therefore, as a goodwill gesture, we undertake to remove impugned content without any court order as contemplated under Information Technology Act, 2000 and the rules made thereunder, on voluntary basis and act upon such complaints immediately as and when they are intimated by a right holder i.e., content is removed temporarily at the earliest of receipt from a right-holder/complainant. We encourage right holders to submit complaints through a 2-step feedback form, placed on our website. We notify the supplier against whom complaint is made immediately for responding to the complaint in case, the said suppliers failed to respond to the complaint with evidence the subject content gets permanently removed.

This makes it possible for the Company to operate justly and in the best interest of all stakeholders. We keep enhancing and improving the procedures to speed up the resolution of these concerns. We closely collaborate with trademark protection organisations and brand owners to assist them in preventing broad brand infringement. All of these actions contribute to the platform's safety and security, improving user experience.

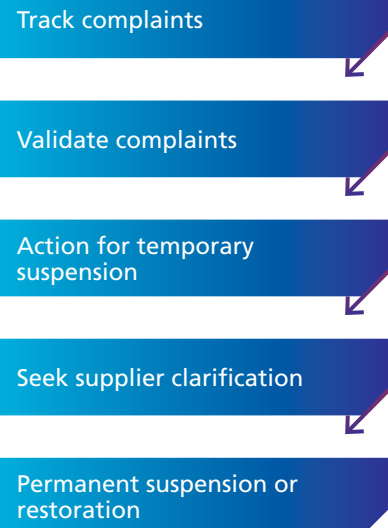
IPR complaints resolved within 2 days

~90%

IPR complaints resolved within 5 days

~99%

When it comes to generating long-term sustainable value for all of its stakeholders, IndiaMART is attempting to go above and beyond.



The Company has received several reputed awards globally and has been applauded by several International and National Forums for its outstanding customer service.

In its appreciation letter to the Company, REACT (an anti-counterfeiting network and brand protection agency) has stated, "IndiaMART has clearly placed itself amongst the top e-commerce platforms in the APAC region in the area of brand protection and ensuring a clean marketplace in India". We have also received several awards like the prestigious "Red Herring 100 Asia Award", as one of the top promising Asian companies driving the future of technology.

## Creating Value for Employees

### Strategic Approach

IndiaMART's people-oriented approach lies at the heart and soul of its existence. The Company believes that its workforce is its biggest asset. It is only through the shared efforts of the varied functions of its operations that enables the Company to achieve the edge and remain efficient and competitive. The Company has a robust structure in place for its employees right from the onboarding till succession planning stage. The organisation's commitment and value proposition for the development of its workforce is by leveraging the employees' passion and potential aptly supported with appropriate training programmes as an investment to have a pool of competent resources for the sustainable business portfolios of the Company.



### Talent Management @ IndiaMART

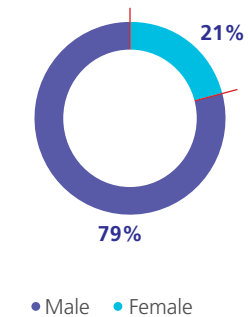
The Company considers people as core for its business success. IndiaMART is committed to providing a dynamic culture of learning and growing, where people can continuously upskill themselves and be future ready for a cross-functional working environment and also perform to the best of their ability in most challenging times. The Company's value proposition for the development of Human Capital is by nurturing talent, caring for people, and leveraging the employee's potential completely. The Learning & Development initiatives at IndiaMART focus on developing a pool of competent talent for a sustainable business growth.

IndiaMART has a robust HR management strategy to contribute to achieving organisational goals effectively. The Company believes in a culture where the employees can be financially independent and has taken an innovative approach in relation to salary disbursements. The Company has a unique culture of weekly payout of salary to improve the overall financial wellbeing of employees.

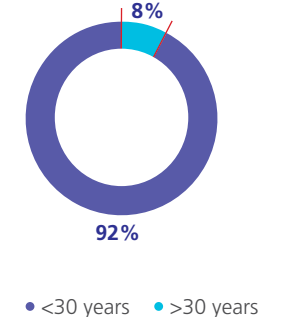
IndiaMART ensures that the dynamism, competency, motivation, and effectiveness of its employees remain high through competency training and several employee welfare initiatives by aligning the employees on various training platform. This approach helps in achieving a lower attrition rate.

### New Employees Hired During FY 2023

New Hires by Gender



New Hires by Age-group



### Building a Skilled Work Culture

The Company's core belief of competency improvement is an ongoing process, the HR ecosystem has resulted in training investment at IndiaMART reaching **333K+ hours** of employee's trainings. The Performance Management System with measurable deliverables through KPIs has enabled IndiaMART to measure and track the performance. The performance appraisal systems are also instrumental for training need identification succession planning, and career management allowing for a timely review and identify fresh training needs in different areas as per the Company's vision.

**The various initiatives undertaken by the Company during the reporting period under the L&D include:**

#### Induction Program (Shubharambh)

A 4-day program designed to inculcate the Company's culture and values in the new joiners at the time of induction. The program gives an opportunity to the new employees to interact with senior leadership, and also learn the job requirements in terms of systemic knowledge and skill sets.

#### IndiaMART Saksham

A special program designed for supporting the new employees working in the client service vertical, the program

runs on a weekly basis and inducts the employees on the aspects of customer relations. Refresher trainings also are taken up under Saksham for product pitching, customer ticket resolution and on conducting effective virtual meetings with customers.

#### Product and Process Updates

A training is also conducted fortnightly for the sales workforce to align completely with the dynamic market forces and seller platform requirements. This webERP enabled training to enable the sales workforce to communicate meaningfully with the seller about the changing market scenario for a greater impact.

Total training hours

**333K+**



#### Refresher & Skill Training

Trainings for Service teams on the topics that are considered as material by the internal stakeholders. The refresher and skill training are based on training needs identification (TNI) on the basis of employee interactions.

#### IndiaMART Learning and Education Assist Program (iLEAP)

The Company recognises the impact of learning in one's career progress and hence encourages the employees to enrol for learning programs which are important for their jobs or any specialisation which can come handy in effective execution of tasks in hand. The Company reimburses the expenses incurred for the course upon successful completion of the same.

Enrolled in FY 2023

**100+** Employees

#### First-Time Managers

This program aims to skill up the new Managers by enabling them to smoothly transition from being an individual performer to a team mentor. The learning module include strategic personality development to suit the new role as also enhancing soft skill building required for a managerial role.

#### IndiaMART Lighthouse

The Lighthouse initiative is meant to enable the managers for effective handling of people and inculcate customer-first culture within the teams.

Beneficiaries of the iLeap Program till date

**~800** Employees

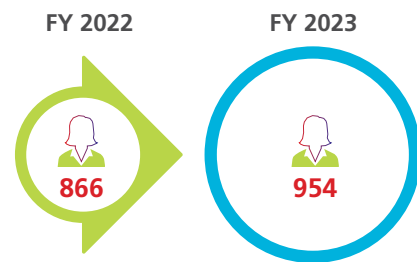
#### Management Consulting and Leadership Development

The Company also places great importance on the learning curves of Senior Level Management. The senior management engages with industry experts for personal and professional assessments and the development plans around the desired areas such as conflict management, people management, interpersonal skills, agile workforce, time management etc. By focussing on these critical areas, IndiaMART aims to build a senior management team that is capable of leading and managing teams effectively, resolving conflicts efficiently, making quick and informed decisions, and adapting to changing market dynamics.

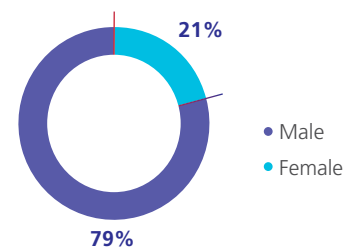
### Diversity and Equal Opportunity

Diversity and inclusion amongst the workforce are core to IndiaMART's business. The Company believes that diversity at the workplace is a virtue for generating long-term visible benefits in terms of better perception, teamwork and improved decision-making in most instances. The Company abides by the Human Rights Charter of the United Nations ('UN') hence, does not differentiate people based on colour, creed, gender, and people from all ethnic groups and cultures are given an equal opportunity in recruitment, location, promotion, or any matter related to employment based solely on individual performance.

#### Growth in female employees



#### Diversity by Gender



Total training hours to employees

**~333K Hours**

Training dedicatedly given to female employees

**~23%**

The Company also believes in diversity & currently employs **~21% female employees across roles and functions.**

#### Workforce Diversity by Age

IndiaMART has a unique culture when it comes to employee diversity. The Company encourages a great mix of young talent with experienced and knowledgeable employees who bring in huge skill sets and can handhold the new generation of employees and mentor them as per the Company's mission and vision.

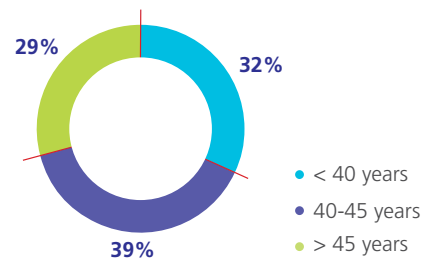
Average age of employees at IndiaMART

**28 Years**

Employees under 30 years age group

**71%**

#### Workforce Numbers by Age - Senior Management



### Employee Retention

The Company considers its workforce as its biggest asset, and thus to retain talent, IndiaMART invests in several engagement mechanisms and skill development programmes. IndiaMART's retention strategy revolves around constant communication, growth opportunities and holistic well-being. With industry-benchmarked compensation and reward mechanisms, IndiaMART continues to hold its position as a desired employer. The Company's performance management systems peg employee performance to various levers including innovation and customer centricity. IndiaMART believes in Inclusive Meritocracy wherein it strives to achieve a culture and working environment where people and performance matter. IndiaMART considers the well-being of its employees as the utmost priority. IndiaMART continues to put great emphasis on continuously upskilling its workforce through various learning and development programmes which helps the employees achieve higher productivity and sharpen their skillsets. These initiatives amongst many others have helped IndiaMART improve their retention rate.

Associated with IndiaMART for 5 years

**~19% Employees**

Associated with IndiaMART for 10 years

**~7% Employees**

Covered under Company's various ESOP/ SAR programs till March 31, 2023

**700+ Employees**

### Employee Benefits

The dynamism of IndiaMART's business revolves around its employees and thus, the organisation strives to make it a rewarding place to work. To support the employees, IndiaMART has implemented several benefits, aimed at increasing the employee retention rate whilst improving the quality of work being carried out. The benefits are divided into six major categories: health and wellness, financial, family wellness, leaves, recognition and awards, and communication benefits.

Eligible employees covered under health insurance, accident insurance, maternity and paternity benefits	100%
Employees covered under the gratuity plan and under the Defined Contribution Plan they receive retirement benefits in the form of Provident Fund	100%

#### Weekly Payout of Salary

The Company has adopted a holistic approach towards the welfare of its employees and has programmes and practices in place to ensure the same. Going an extra mile for its employees, IndiaMART was successful in launching the "Weekly Payout of Salary" programme for all its employees. The organisation believes that this shall help the employees meet their fiscal obligations on time thereby ensuring higher levels of employee satisfaction, loyalty and engagement.

#### Human Rights

IndiaMART upholds highest standards of ethical practices and work in accordance with the human rights principles. The organisation acknowledges the discriminatory aspects while sustaining a dignified work culture across its operations. By implementing policies, processes, and control measures across operations, IndiaMART safeguards the rights of its employees and all stakeholders. IndiaMART ensures that all its security personnel receive training on human rights from the security agency.

There were no incidents of human rights violation reported during the financial period.

### Women Safety – A priority at IndiaMART

IndiaMART considers safety as prime for its women employees. The Company abides by a POSH policy to protect its employees against any workplace harassment, and invests on a healthy and safe workplace, where all the employees can work to explore their full potential without any fear of bias and any kind of harassment. The POSH policy is comprehensive in nature and covers all the aspects of reporting a grievance, right from evaluating the facts of the grievance to handling of the grievance by an internal enquiry committee, actions as per the recommendation of the committee and penalty/punishment in case of false claims. During the entire procedure, the whistle blower is protected by maintaining complete confidentiality till the grievance is resolved.

The Company adheres to a strict time regime for its women employees and has in place a "Woman Safety Policy", which includes various clauses with respect to working hours, special provisions in case a woman employee is working till late hours, keeping the family members in the loop in case of a late working scenario and avoiding the late work scenario as much as possible.





## Corporate Social Responsibility



### Empowering Communities

In line with IndiaMART's philosophy of creating value for all, the Company is committed to contributing towards transforming the lives of the people around and providing equal opportunities to everyone. The Company believes that sustainable communities are the foundation of a healthy and resilient planet. Through combined efforts, IndiaMART strives to help local communities address the social, economic, and environmental challenges to build a sustainable future.

### Focused Approach for Impact

IndiaMART understands the importance of education in building a more resilient and inclusive society. The Company believes that everyone deserves equitable access to opportunities and a fair chance to a better quality of life. To this end, IndiaMART has aligned its community initiatives with national priorities and linked them to the United Nation's Sustainable Development Goals. The Company also engages with the community on various platforms and holds regular meetings to understand the aspirations of the community and identify areas for meaningful impact.

The community outreach programmes of IndiaMART span across a very broad pillar of our society i.e., education. The Company has put into place CSR rules and mechanisms that are intended to enable the successful allocation of resources to enrich the lives of local communities and uplift the weaker and underserved sections of society. This entails developing and putting into action programmes that cater to the community's needs in various fields, as well as actively engaging the community in the formulation and implementation of these efforts.

The primary goals of IndiaMART's CSR initiatives are dedicated to building a more resilient and inclusive society. Over 1.1 million lives have been favourably impacted by the Company's CSR initiatives over the reporting period by increasing access to educational resources. IndiaMART seeks to build a more just and prosperous society where everyone has the chance to realise their full potential, and giving education is the first priority in its CSR initiatives.

Lives Impacted

**1.1 million+**

### Laying the Foundation: Primary Education

Primary education is the foundation of a strong and successful society. Recognising the importance of this, the Company's interventions are designed and implemented to strengthen primary education in the targeted communities. In an attempt to speed up and apprise the students understand the concepts, Khan Academy rendered study material translated in their native language. This in turn has enabled them to be comfortable in learning various academic concepts and grasp the concepts much faster in lesser time.

Lack of infrastructure and resources in schools lead to poor learning outcomes and limits the opportunities for young people to succeed in life. Therefore, the interventions begin with enhancing the education infrastructure. The Company believes that investing in education infrastructure can have a long-lasting impact on local communities.

IndiaMART's efforts have been directed towards developing classroom infrastructure in schools and colleges in underprivileged communities.

The Company has partnered with organisations like Khan Academy and HEAC to build modern and well-equipped classrooms that offer a conducive learning environment for students. For instance, the Company has developed infrastructure in Sadat Inter College and M.M. Hills in Karnataka. The Company's efforts have positively impacted the lives of over 3,000 students in M.M. Hills and ~450 students in Sadat Inter College. In FY 2023, IndiaMART provided desks and racks to over 17 schools and 19 Aanganwadis which has benefited more than 2,300 students till date. In the reporting year, IndiaMART distributed notebooks and stationery to over 1,900 students and individually supported 38 students awarding exceptional display of their knowledge through scholarships to help them excel and further grow in their academic journey.

M.M. Hills Karnataka

**3,000+** Students

Sadat Inter College

**~450** Students

Through its unique CSR initiative, IndiaMART has partnered with NGOs like Saajha and Sarthi to provide tech solutions to parents that support their children's learning.

IndiaMART has also undertaken efforts to instal new CCTV cameras and desktops to aid learning and development of students and children. The organisation has also promoted the use of renewable energy through the installation of solar panels across schools to imbibe the values of sustainability right at the grassroots level.

In addition to infrastructure development, IndiaMART has also focussed on providing foundational learning to students. The Company believes that foundational learning is critical to the development of young minds. With parents being the backbone of any child's growth, play an imperative role in their development during their early learning stages. Sensitising the need for educating a child amongst parents in marginalised regions, where the fight is for basic needs and sustenance, is crucial in today's era. Through its unique CSR initiative, IndiaMART has partnered with NGOs like Saajha and Sarthi to provide tech solutions to parents that support their children's learning. This initiative has not only benefited over 74,000 parents, helping them to engage better with their children's education but also

supported learning outcomes of next generation. Only a self-aware parent can raise a woke generation of dedicated future.

Tech solution support to parents

**74,000+** Parents

Academic excellence in Arithmetic & English

**~660** Students

### Nurturing Skills, Building Capacity

While education provides a strong foundation, skill development plays a crucial role in securing livelihoods, promoting entrepreneurship, and building a more resilient society. IndiaMART believes that skill development is essential to unlocking the full potential of individuals and communities for driving sustainable growth and development. By providing individuals with the necessary skills and training, they can access better



job opportunities, start their own businesses, and contribute to the growth and development of their communities.

Technology plays a vital role in all aspects of life today, and access to it has become essential for success. IndiaMART in strategic partnership with Tech Mahindra Foundation, provides a range of training programmes focussed on smart technology. This partnership is poised to represent a major step forward in advancing digital literacy, addressing the digital divide and ensuring that individuals have access to the skills and resources necessary to succeed in today's digital world.

IndiaMART, in collaboration with Udhyan Learning Foundation fosters entrepreneurial mindsets among educators and students. This initiative is aimed at providing students with opportunities to develop entrepreneurial skills such as creativity, problem-solving, risk-taking, and teamwork by participating in real-world entrepreneurial projects. Through this partnership, IndiaMART and Udhyan Learning Foundation seeks to create

awareness among children regarding the value of creativity and innovation in the business world. By participating in business blaster training sessions and engaging in entrepreneurial projects, students can acquire the necessary skills and mindsets that will enable them to succeed in the dynamic and ever-evolving business landscape.

Skill Development of youth

**~330 Candidates**

As is rightly imbibed in our DNA, teachers aid and abet students in learning the defined concepts and shaping the young minds in the right direction. Hence, an educated and skilful faculty often raise proficient and bright minds. To foster the same idea, implementing agencies engaged by IndiaMART have worked in the direction of upskilling teachers, thereby improving their skills.

Upskilling of Teachers

**~2,000 Teachers**

This intervention by IndiaMART has already yielded significant results, with nearly 13,500+ teachers being empowered to improve their students' learning outcomes in maths.

EMC curriculum and business blasters

**13,500+ High School Teachers**

More than 10 lakh students have benefited from IndiaMART's initiatives in association with Udhyan with Entrepreneurial Mindset Curriculum being delivered to more than 8 lakh students and participation of 2.4 lakh students in business blaster training sessions. IndiaMART's dedication towards uplifting the students through skill enhancement initiatives.

EMC curriculum and business blasters

**10,00,000+ Students**

**IndiaMART's integrated efforts in education and skill development are indicating positive impact by improving learning outcomes, fostering creativity and entrepreneurship, and creating opportunities for people and communities to thrive.**

## GOVERNANCE

### Strategic Approach

The governance philosophy at IndiaMART is centred on establishing a just and ethical business system, which is guided by the organisation's culture, vision, mission, policies, and relationships with all stakeholders. Our governance structure is based on well-defined policies and frameworks that form the core of the corporate governance philosophy at IndiaMART. The Company policies are formulated to ensure business continuity and maintain the highest standards of ethics throughout the operations. As an ethical business, IndiaMART is committed to performing responsible operations that surpass compliance and create a significant and sustained positive impact, thereby generating profound value for all stakeholders.

IndiaMART places great emphasis on strengthening its governance mechanism to protect shareholder value while simultaneously positioning itself as pioneers in the online B2B marketplace.

### Axioms of Corporate Governance at IndiaMART



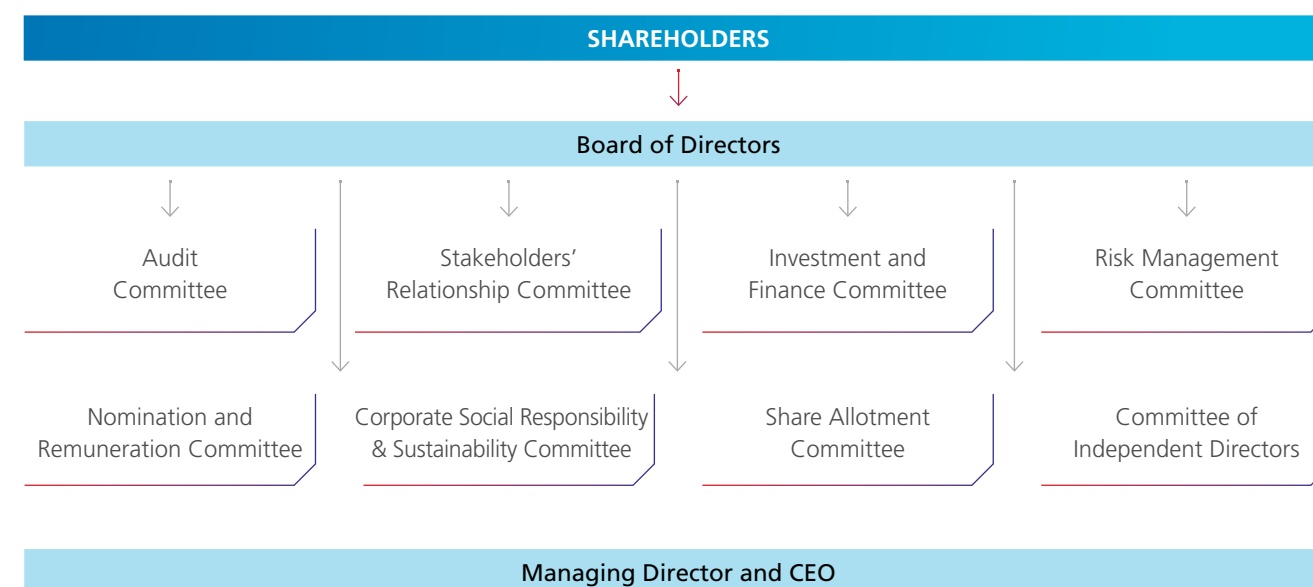
### Board of Directors

The leadership of IndiaMART is spearheaded by a highly capable Board of Directors with extensive industry expertise and specialised knowledge in their respective fields. As the highest governance body, the Board ensures compliance with all relevant regulations and provides strategic guidance on the economic, social, and environmental aspects of sustainability.

Board attendance throughout the year

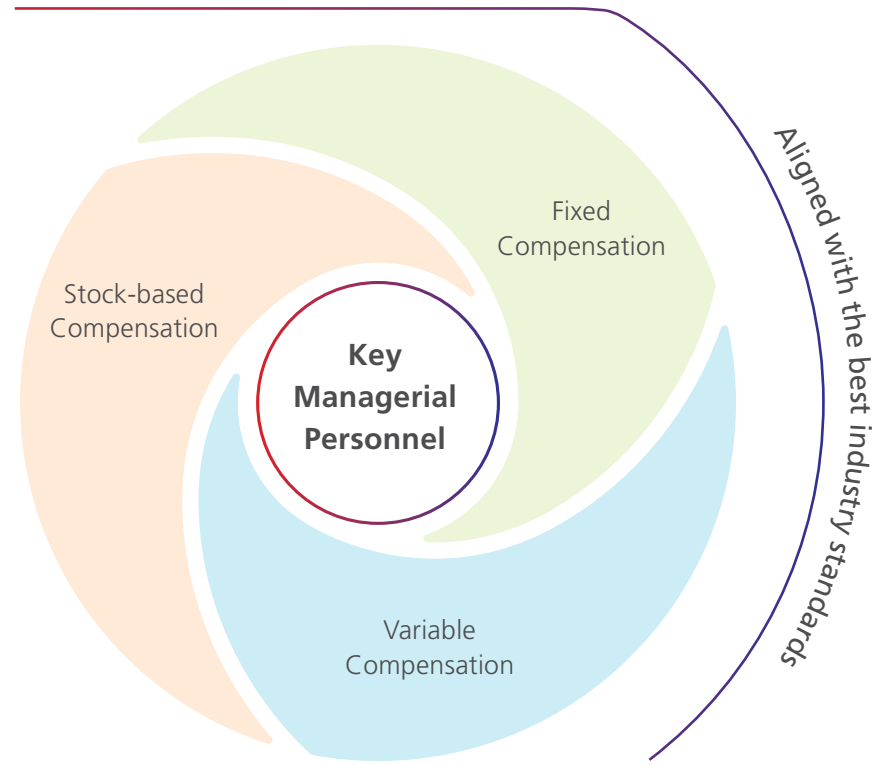
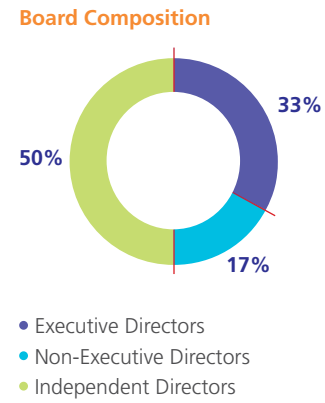
**~97%**

Read more about our Board of Directors on page 44 of this report



By implementing this compensation matrix, IndiaMART can ensure that its key managerial personnel receive remuneration that is commensurate with their contributions to the Company. This approach aligns with the organisation's commitment to promoting fairness and accountability, while simultaneously ensuring that it remains competitive within the industry.

The organisation has established a well-defined compensation matrix



**Composition of Board Committees**

<p><b>Mr. Dinesh Chandra Agarwal</b>  </p>	<p><b>Mr. Brijesh Kumar Agrawal</b>  </p>	<p><b>Mr. Dhruv Prakash</b>  </p>
<p><b>Ms. Pallavi Dinodia Gupta</b>  </p>	<p><b>Mr. Rajesh Sawhney</b>  </p>	<p><b>Mr. Vivek Narayan Gour</b>  </p>

- Audit Committee
- Investment and Finance Committee
- Nomination and Remuneration Committee
- Share Allotment Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility & Sustainability Committee
- Committee of Independent Directors

© Chairman    M Member

**Board Effectiveness & Independence**

An effective Board of Directors is essential to leading a successful and sustainable business in a transparent and accountable manner. IndiaMART has implemented procedures to evaluate the effectiveness of its Board based on ratings received by each Director, overseen by the Nomination and Remuneration Committee, and reported at the Annual General Meetings.

**Independent & Non-Executive Directors**  
 Designated Chairpersons of Board & Committee Meetings

This approach promotes greater accountability and transparency in decision-making processes while ensuring that the interests of all stakeholders, including shareholders, are protected.

**Committee of Independent Directors**

Constituted to ensure synchronised contribution in decision-making process

**Lead Independent Director**

Lead Independent Director will serve as a liaison between the independent directors and the management, provide leadership to the independent directors and ensure the Board's effectiveness by coordinating information sent to the Board, including the quality, quantity and timeliness of such information.

**Ms. Pallavi Dinodia Gupta**

Designated as the Chairperson of Committee of Independent Directors & Lead Independent Director

**Board Oversight on Sustainability**

The Company has always paid huge importance to best governance practices. The Company has ensured to integrate significant ESG issues into organisational ERM for proactive monitoring and mitigation of risks and harnessing the opportunities to create a long-term value for all the stakeholders including the shareholders.

**Corporate Social Responsibility & Sustainability ('CSRS') Committee**

Corporate Social Responsibility Committee revamped to include sustainability

The CSRS Committee was put in place to ensure designing of models and techniques to foster sustainable business activities being intertwined with the objectives laid down by the Company

**Meetings and Attendance**

Board Meeting	Audit Committee	Risk Management Committee
~97%	93%	100%
Nomination & Remuneration Committee	Stakeholder Relationship Committee	Corporate Social Responsibility & Sustainability Committee
100%	100%	83%
Investment and Finance Committee Meeting	Share Allotment Committee	Buyback Committee
~87%	100%	100%

Attendance

### Diversity of the Board & its Policy

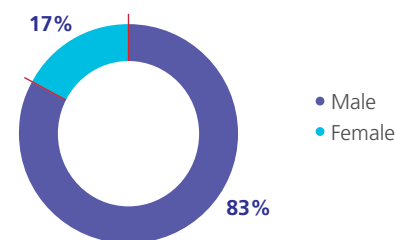
At IndiaMART, visionary leadership drives the organisation's business operations, strategy, growth prospects, and overall transformation. The Board and Management comprise this visionary leadership team, which brings a diverse range of skills, knowledge, and experience to the table. The diverse Board further strengthens the organisation's business practices with a long-term strategic perspective aimed at creating sustainable value for all stakeholders. The Company strives to ensure that the Board comprises experts in various fields

and is diverse to ensure that it can keep the management in check and promote independence.

To ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, IndiaMART's Diversity policy factors in gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. For more information

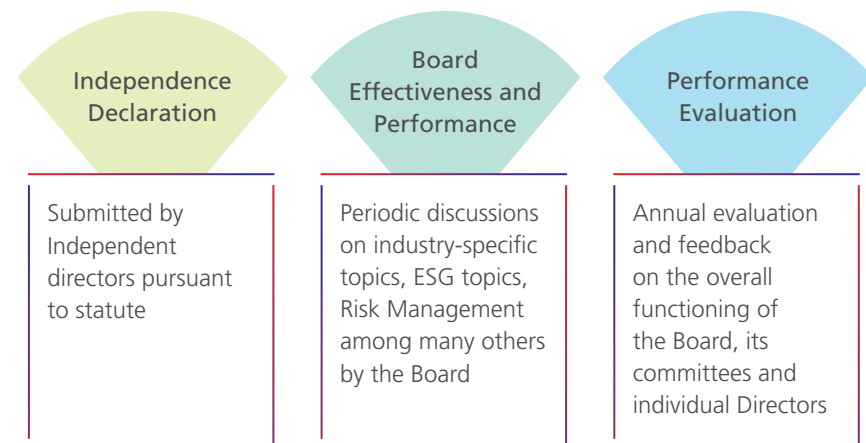
about the Board diversity policy, visit <https://investor.IndiaMART.com/CorporateGovernance.aspx>

#### Diversity by Gender



### Features of Governance Structure

Integrity and transparency are key to IndiaMART's corporate governance practices and performance and ensures that the Company retains and gains the trust of all stakeholders at all times. IndiaMART truly believes that a purpose-led corporate governance and ethics-led corporate behaviour are essential to the Company's success.



### Whistle-blower Mechanism

IndiaMART places utmost importance on fostering a healthy feedback culture where employees and other stakeholders can freely voice any concerns that they may have. The Company's Whistle-blower Policy encourages stakeholders to report any irregularities or serious misconduct that could potentially impact the business or the reputation of the Company. The policy also recognises a well-established vigil mechanism that provides adequate safeguards against victimisation of persons who use it. In addition, it gives the complainant direct access to the Chairman of the Audit Committee. The Policy can be accessed at <https://investor.IndiaMART.com/CorporateGovernance.aspx>

### Ethical Conduct and Transparency

IndiaMART holds high ethical conduct at the core of decision-making process and strives to maintain this by leading practices with integrity and transparency in business processes. The Company's stance of zero tolerance towards bribery and corruption is stated in the Code of Conduct. IndiaMART's Code of Conduct and Ethics serves as a guiding tool to align organisational culture with individual actions and integrates values into the day-to-day business conduct. The standard policies are duly communicated to the employees during their induction programmes and included in the induction kit for their ease of reference. Some of the policies can be accessed via intranet of the Company or Company's website at <https://investor.IndiaMART.com/CorporateGovernance.aspx>

Policies/processes adopted by the Company to ensure sound ethical behaviour and render significant benefits to its employees are as follows:

Misuse / Damage of Company's Property	Gifts and Entertainment	Career Progression Policy - Telemoonthly	Weekly Pay-out Policy
Fraudulence / Misrepresentation	Anti-Bribery and Anti-Corruption Policy	Hiring Standard Operating Procedure ('SOP')	Women Safety Policy
Non-Adherence to Company's Policy	Social Media Policy	Incentive Policy for Talent Acquisition - Sales	Policy on Information Security
Law of Country	Insider Trading Policy	Maternity Benefits Policy	Code of Conduct for Directors & Senior Management Personnel
Indiscipline with Co-workers	Accidental & Life Risk Policy	Prevention of Sexual Harassment Policy	

IndiaMART strives to uphold best-in-class governance practices and works towards continually upgrading its systems to integrate the ESG vision into business processes. Business integrity,

transparency and accountability form the plinth of IndiaMART's organisational culture. The Company places huge belief in its employees across levels and believes equal opportunity and treatment for all

and has processes in place to ensure that every employee complies with the practices laid down by the organisation and takes actions against any violations reported across all levels.



### Service Providers' Code of Conduct

IndiaMART is well-aware of the significance of creating a sustainable value chain for expansion and survival of operations. The Company has integrated Service Providers Code of Conduct in its selection process. The process considers various ESG aspects such as environmental protection, health and safety compliance, human rights, and business ethics. IndiaMART expects all its service providers to fully abide by the national and local regulations along with aligning with the Code of Conduct.

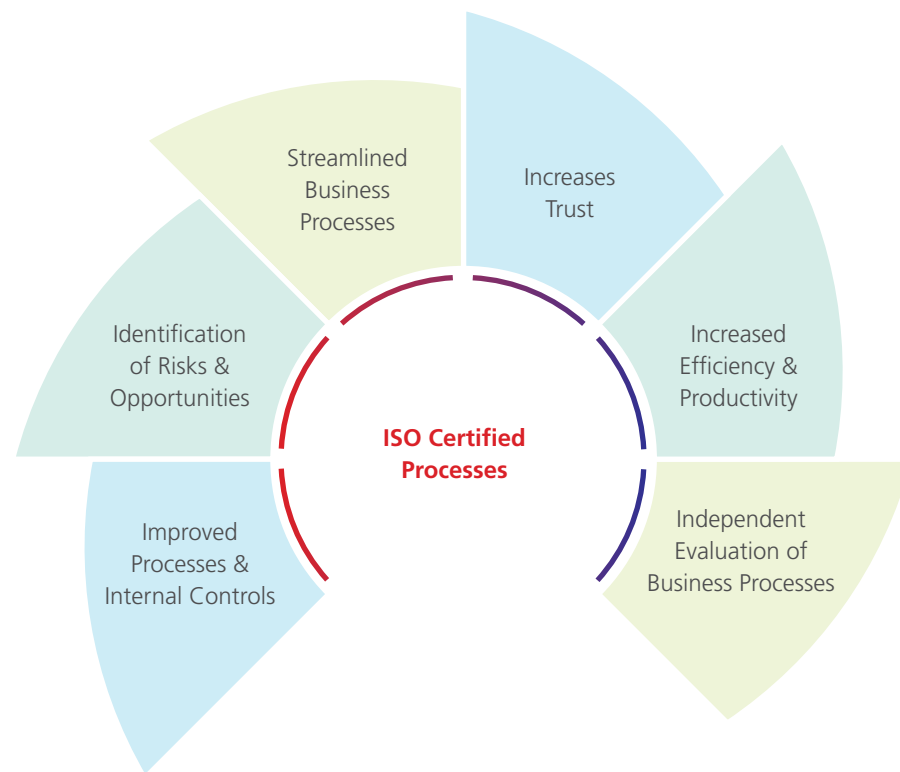
The Service Providers' Code of Conduct covers the following:



### Enterprise Risk Management ('ERM')

The rapidly evolving business dynamics bring forward pertinent risks, challenges and opportunities. Risk management has time and again proven to be advantageous as the Company has been able to define a clear escalation process, make better judgements and plan better for eventualities to make data-driven decisions. IndiaMART has a well-defined Enterprise Risk Management framework which helps the Company identify, monitor, and manage risks efficiently, and points out potential opportunities.

IndiaMART has received a Certificate of Compliance for successfully completing the ISO 31000:2018 compliance process for ERM framework. ISO 31000:2018 provides a framework for organisations to manage risks effectively, and its key features emphasise the importance of being proactive, inclusive, and continuously improving in managing risks.



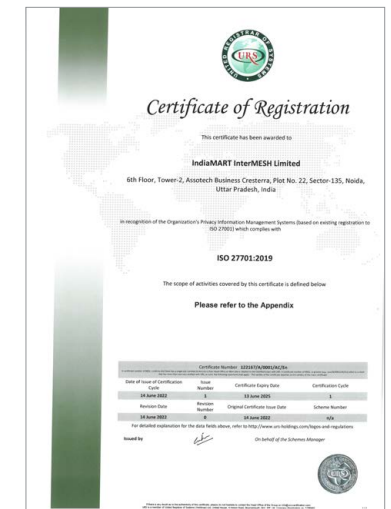
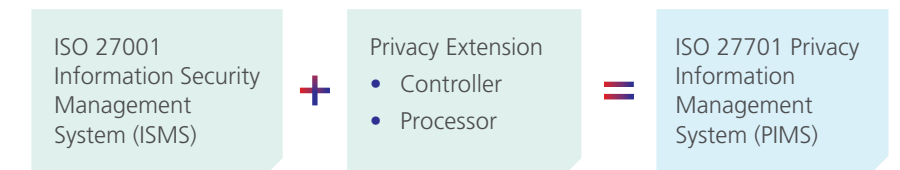
### Business Continuity and Management Systems

The Company has a well-defined Business Continuity and Management System governed by the guidelines laid down by the ISO 22301:2019 framework. The Management System proactively identifies and investigates potential risk which may hamper IndiaMART's operations and has in place various mechanism to protect the business and the interest of all the stakeholders against the same and continue business as usual.

### IT Security and Data Privacy

Cybersecurity at IndiaMART is an amalgamation of strategies and policies which supports the framework and diverse governance practices. The Company has state-of-the-art technology to protect its systems and provide a safe environment to all the customers. With the introduction of ISO 27001:2013 certified Information Security Management System (ISMS), the Company has in place policies and processes to ensure integrity and security of data and information.

The Company has also taken one step ahead to further strengthen its ISMS – ISO 27001, through the implementation of Privacy Information Management System (PIMS) - ISO 27701 which focuses on protecting the organisation's personally identifiable information (PII).



### Trusted Systems and Processes

IndiaMART recognises the importance of keeping up with digital advancements and innovations in the online space while maintaining a strong focus on data privacy. As a leader in the B2B online marketplace, the Company understands the need to strike a balance between innovation and privacy. IndiaMART's data privacy function ensures compliance with all relevant statutory regulations and places significant emphasis on intellectual property rights, customer data, and privacy. The Company has established a robust system to identify and mitigate potential risks to data security, proactively addressing any threats to avoid data breaches. The reporting year saw zero instances of security breaches through data tampering.

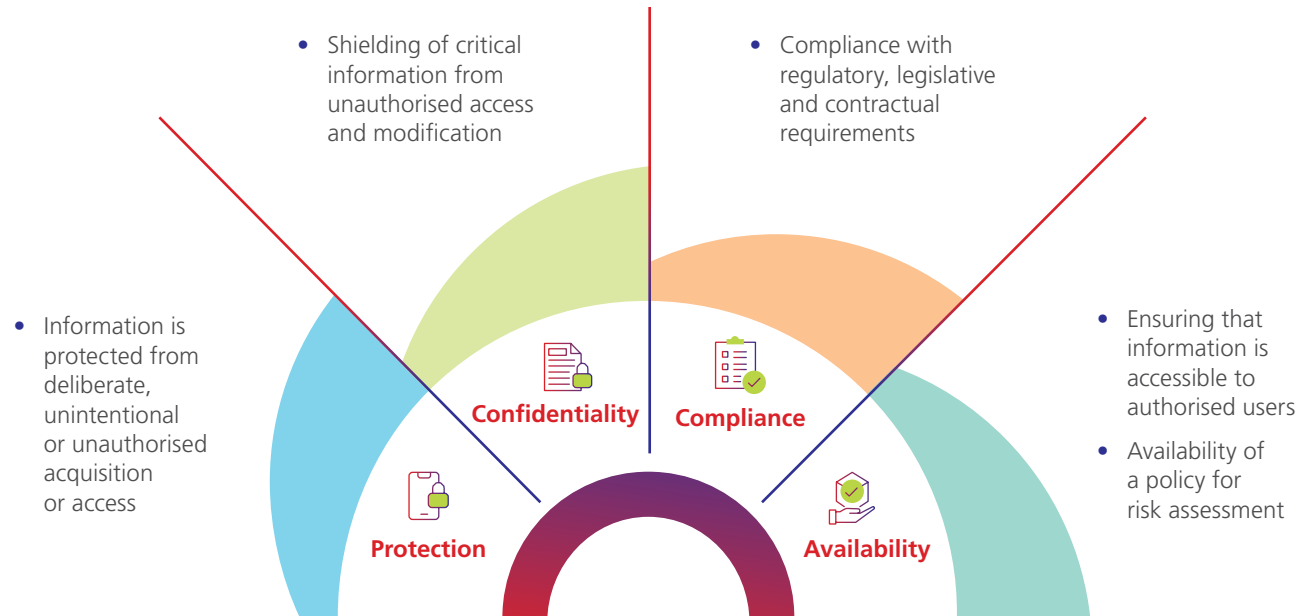


### Data Centres

For IndiaMART's kind of business, data forms the most critical component in a virtual online platform. The Company is taking huge efforts for ensuring the security and safety with respect to data management. The Company's data centres are equipped with highest level

of security systems to ensure safety and security of the data stored in the Data Banks. Ensuring safety and protection of data forms a critical aspect of any online business. Also, IndiaMART ensures that the Data Centre providers are 'Green Globes' Certified as a part of LEED

certified green building initiative, so that the centres are extremely energy efficient (5 Star Rating) in addition to being highly safe and secure places for managing the data.



### Intellectual Property

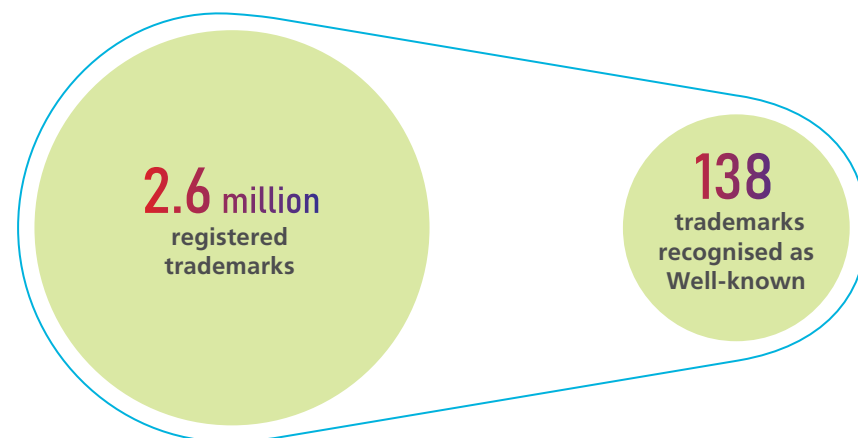
Intellectual Property (IP) protection is essential to IndiaMART's business, as it covers its brands, inventions, designs, and other creations over which the Company has legal rights.

Company currently holds

**~80** Registered Trademarks across  
**23** classes  
**165+** domain names

### Well-Known Trademark

During the year, IndiaMART has been recognised as a well-known trademark. Well-known trademarks, which are usually identified as an intellectual phenomenon, are known to create and amplify long-term value generation by the organisation for its customers and all other stakeholders. Out of **2.6 million registered trademarks<sup>^</sup>**, only **138 trademarks<sup>\*</sup>** have been recognised as Well-known. With this feat achieved, IndiaMART can protect its integrity and brand value by restricting infringers and fraudulents to unlawfully operate in the name of the brand and damage the reputation and goodwill that the Company has been building over the years. This achievement will also aid in fulfilling the business expansion plans.



<sup>\*</sup>As on February 27, 2023  
<sup>^</sup>As on March 31, 2022

Furthermore, to protect its trademarks and brand name from any kind of misuse, IndiaMART actively monitors the internet, media, and offline businesses. The Company takes legal action in cases of misuse or misrepresentation of its brand name and undertakes constant efforts to secure its intellectual property. The Company staunchly believes in protecting its IPR and takes steps to mitigate any risks of probable infringement.

As a result of such advanced approach, IndiaMART became one of the first company to get relief of getting the FIR registered and monitoring of investment of Delhi Police directly by Hon'ble High Court through the civil proceedings for infringement of intellectual property rights initiated by it. In addition, the said order has been followed in more than 30 subsequent proceedings initiated by conglomerates like Hindustan Unilever, Dabur etc. In fact, due to such proactive approach of the Company and constant outlook with Government authority, number of fraud cases were resolved

and a number of civil proceedings are still pending before Hon'ble High Court of Delhi. These initiatives lead to immediate discontinuation of infringing activities and protection of IPR of the Company to some extent.



### Customer Feedback & Grievance Redressal

#### Comprehensive Communication Channels

Phone	Website/App	Mail	Social Media
<b>09696969696</b> 24X7 operations	<a href="http://help.indiamart.com">help.indiamart.com</a> <a href="http://help.indiamart.com/complaint-registration/">help.indiamart.com/complaint-registration/</a>	<a href="mailto:ombudsperson@indiamart.com">ombudsperson@indiamart.com</a> <a href="mailto:cs@indiamart.com">cs@indiamart.com</a> <a href="mailto:chairmanauditcommittee@indiamart.com">chairmanauditcommittee@indiamart.com</a> <a href="mailto:customercare@indiamart.com">customercare@indiamart.com</a>	

Processing all these complaints via a thorough validation system, our dedicated teams, minutely process each complaint followed by providing users an opportunity to explain the complaint raised. Subsequently, to cater to the true spirit of law, an intimation regarding the

complaint seeking clarification is sent to the supplier/advertiser. After diligence and receiving clarification from the supplier/advertiser, the Company takes permanent action on the listing, if required.

# MANAGEMENT DISCUSSION & ANALYSIS

## India's Pathway to Resilience and Rebuilding

India continued to remain a relative bright spot in the world economy as it is estimated to grow between 6-7% every year till 2025, based on the estimates shared by the International Monetary Fund (IMF). While headline inflation may remain a key concern, the growth momentum of the Indian economy is expected to stay resilient due to strong investment activity bolstered by the government's push towards capital investments and its buoyant consumption story.

Robustness of the economy is further validated by the surge in GST collections as well as E-way bills generation. GST collection for FY 2023 stood at ₹ 18 lakh crore, which is 22% higher than the GST collected in FY 2022 and E-way bills generated, which are electronic permits for transporting goods within and across states, shot up by 24% to 95.8 crore in FY 2023, signalling a strong boost to the economic activity. According to the Ministry of Corporate Affairs, 1.95 lakh new companies were incorporated in FY 2023, indicating the bullishness in business sentiments in India.

## Small and Medium Businesses Pillar to India's Growth

The micro, small and medium enterprise (MSME) sector is considered a pillar of India's economy and the key to unlock its economic growth, given its immense contribution to employment and income generation. India is home to a large base of 63.4 million Micro, Small and Medium Enterprises (MSMEs). MSMEs are the growth accelerators of the Indian economy, contributing around 33% of the country's GDP and accounting for around 120 million jobs across industries and regions.

With India's largest-ever, dynamic and growing youth population (estimated to be 66% of its total population), jobs created by MSMEs will likely be taken up by the new generation. Today, MSMEs are contributing significantly to employment generation and economic growth, and providing employment to many people, especially in the rural and semi-urban areas. MSMEs shall continue to play an even bigger role in the ever-evolving India's growth story.

Digitalisation and e-Commerce have been instrumental in improving the business prospects for MSMEs in India as it plays a crucial role in accelerating growth in the Indian MSME sector.

## Company Overview

The Company was incorporated in 1999. In its more than 2 decades of existence, it has built Indiamart.com, India's largest online B2B marketplace, and recently acquired Busy

Accounting Software, one of India's few largest accounting softwares.

IndiaMART enables prospective buyers to discover products and services and connect with suppliers registered on our platform, thereby facilitating online discovery and matchmaking related to business goods and services. As at March 31, 2023, we had 170 million buyers and 7.5 million suppliers registered on our platform, of which, 202,690 were paying subscription suppliers.

With our wide supplier base, today we have 95 million products and services which are listed across 95,000 categories and 56 industries. This provides buyers with ease and convenience of online discovery and a hassle-free access anytime and anywhere to a responsive supplier base. As a result, the buyers visit our platform more frequently for their diverse business needs.

An increased number of buyers leads to further business enquiries for suppliers on our platform. This in effect incentivises more suppliers to register and develop web

### Our Key Offerings



Web Storefront



Cloud Telephony – PNS



Priority Listing



CRM – Lead Manager



Online Payment



Buyer Profile



RFQ Selection Credits - BuyLead

storefronts and list their products and services. More suppliers, in turn, attract more buyers to the platform, resulting into strong flywheel effect leading to a growing buyer-supplier base on the platform. During the year ended March 31, 2023, our traffic was 1,021 million. Notably, this was entirely organic and did not require any significant marketing expense to generate the same. This led to generation of 88 million unique business enquiries on the platform and delivery of 479 million business enquiries to our suppliers.

To our suppliers, we offer online visibility of their products leading to generation of business enquiries and resultant growth in their business. In addition, our paying subscription suppliers are provided access to RFQs or BuyLead, profiles of their prospective buyers, a lead management system, and cloud

telephony services. This helps them with better management of calls and business enquiries, along with online payment facilitation services, resulting in a cost-effective model for collecting payments digitally.

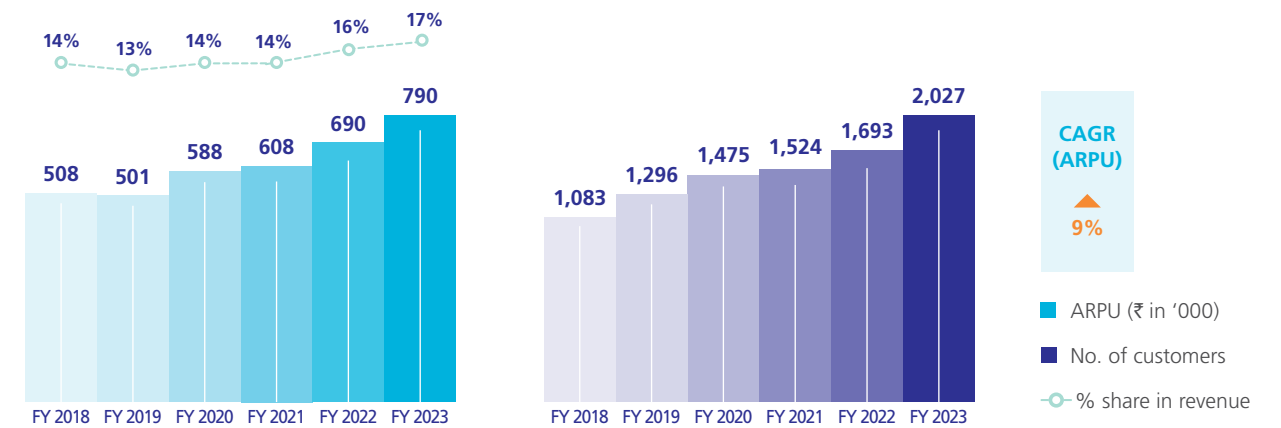
Our marketplace strives to improve the user experience by deploying AI/ML technologies at various steps of the user journey. We use behavioural data-driven algorithmic matchmaking leveraging the supplier behaviour demonstrated on the platform to connect buyers with the most relevant suppliers. These algorithms keep optimising and improving with time as more and more buyers and suppliers use the platform. Our buyer repeat rates of 53% and a rating of 4.7 from Google Play Store further validates the user friendliness and effectiveness of our platform.

## Our Revenue Model

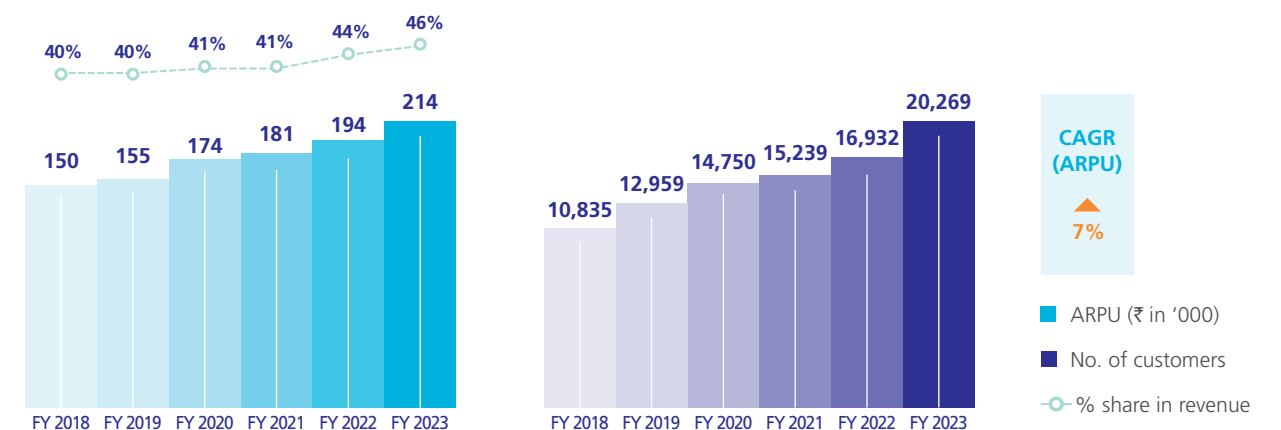
While most suppliers on our platform are registered for free, we generate our revenues by offering paid subscription packages to our suppliers which are less than 3% of our overall suppliers listed on the platform. Most of our paying subscription suppliers first subscribe to a Silver subscription package, and then subsequently upgraded to a higher value

package and premium subscription of Gold and Platinum. Higher tier packages provide better visibility and more RFQs to suppliers, leading to an increased number of business enquiries for them. Upgrades to premium subscription packages improve the ARPU (Average Revenue Per User) of our overall business.

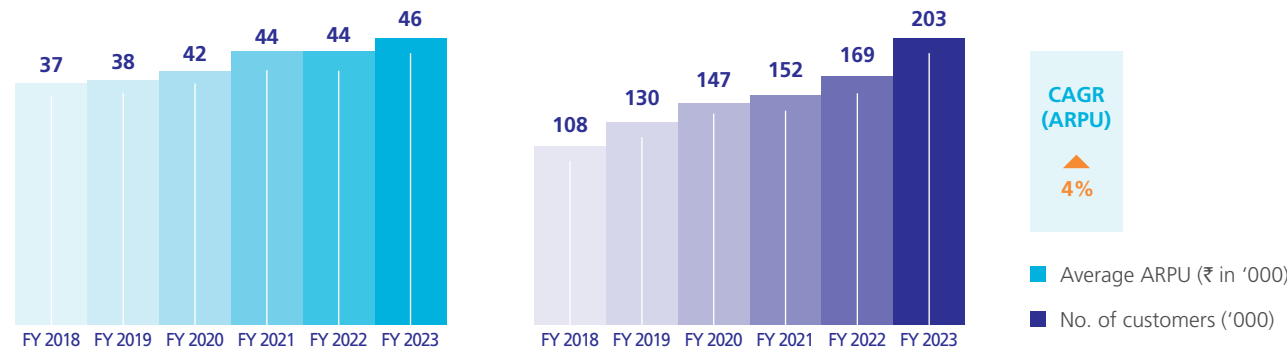
ARPU of Top 1% customers



ARPU of Top 10% customers



Average ARPU



Note: ARPU represents Revenue from Operations for the respective Financial Year divided by Paying Subscription Suppliers at the respective year end

All our subscription packages are offered on an annual or multi-year basis. Only the Silver package is offered on a monthly subscription. The subscription fees is collected upfront in advance, irrespective of the duration of their package. We recognise revenues from these collections over the entire period of their subscription. To the extent it is not recognised as Revenue, it is identified as Deferred Revenue and is included under "Contract Liability" in our Balance Sheet. As at March 31, 2023, our Deferred Revenue on a standalone basis, stood at ₹ 11,344 million, enabling us to have improved visibility and stability of our revenues.

Our sales network comprises outsourced sales representatives and channel partners. These teams are responsible for reaching out to free suppliers, create awareness about our product, help them understand the benefits of our subscription packages, and support in customer acquisition. This approach not only facilitates us in attracting more business, it also helps in building the brand through word-of-mouth. By partnering with established channels and businesses, we aim to tap into their existing customer bases, leading to faster market penetration and increased sales.

While our sales network is fully outsourced, the customers are serviced entirely by our inhouse servicing team, comprising telephone and field sales representatives. The team works closely with our customers to understand their specific requirements and provides them with relevant solutions to fulfil their business needs. This enables us to build strong long-term customer relationships and enrich their experience through renewals and upgrades to premium packages.

As at March 31, 2023, we had a strong in-house sales supervision and servicing team of 3,542 people and a network of more than 150 channel partners. With a robust network of offices and our field and tele-channel partners, we expanded our geographic reach to over 1,000+ cities and towns. Our ever-expanding sales and servicing teams continually engage with our current and prospective suppliers through physical meetings or via telephone or the digital medium and build stronger relationships.

Our Subscription Packages



(Read more about IndiaMART's Business Model on Pg 18-21)

Sales and Servicing Network

Our sales and servicing network is spread across India. Our sales teams focus on converting free suppliers on the platform into paid subscribers. Our servicing teams handhold the suppliers to ensure a smooth journey on the platform and our servicing team focusses on handholding the suppliers and are responsible for renewal, customer relationships and upgrading existing users to higher value packages.

growth of our paying subscription suppliers, and also for servicing our existing customers and upselling them to higher value subscription packages. Further, we also made significant investment in product and technology to strengthen the value proposition of the platform. Our Standalone EBITDA and PAT were recorded at ₹2,616 million and ₹2,722 million respectively for the year ended March 31, 2023.

While we see an accelerating growth trend in terms of paying subscription suppliers and revenues, our margins registered decline due to:

- i) upfront investment in cost of sales, while the revenue accrues over the period of subscription
- ii) growth investments made in building up teams across sales, servicing, product and technology

Given the upfront collection of subscription fees we operate negative working capital business model. We believe in providing timely liquidity to our stakeholders such as vendors and employees. We pay weekly salaries and incentives to our employees and maintain low payable days at 28 days as of March 31, 2023. Our Standalone Cash generated from Operations for the year ended March 31, 2023 stood at ₹4,636 million.

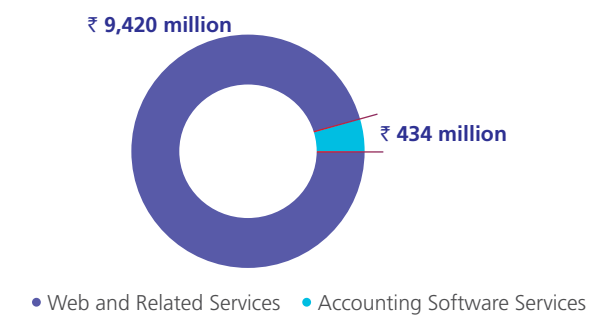
Busy – Entry Into Accounting Software Segment

During the year, we completed the acquisition of Busy Infotech Private Limited, which is one of India's largest accounting software companies with a pan-India presence. For more than 25 years, Busy Infotech has been an established brand in the Indian accounting landscape. During the year, it sold 29,738 new licenses, 30% higher than the previous year. With this, it has managed to sell 330,911 licenses till date since its

inception. Revenue for the year grew by 22% to ₹433 million and Deferred Revenue as at March 31, 2023 was at ₹273 million; 23% higher over the previous year.

With investments made in Busy and Livekeeping, the Company has identified two businesses – "Web and Related Services" and "Accounting Software Services" – as reportable segments based on the nature of products, risks and returns, its organisational structure and the internal financial reporting systems.

Segmental Revenue



We are of the strong belief that the accounting segment has ample headroom to grow with more businesses following compliances under the GST framework in future. Further, a growing need for access to accounting information from anywhere, anytime will lead to increased adoption of mobile phones and cloud-based product offerings.

Other Investments

In addition to the accounting softwares, we have made strategic investments in the areas of Fintech, Logistics and Business Enablement softwares. These were aimed at managing logistics, procurement, sales and distribution, order operations and human capital. These investments included Realbooks, Aerchain, EasyEcom, IB Monotaro, Shipway, Fleetx, ProcMart, Legistify, Bizom, M1xchange, Vyapar, SuperProcure and Zimyo. During the year, follow-on investments were also made in Bizom, M1xchange, Realbooks, Vyapar, Legistify and SuperProcure.





We will continue to look for more of such investment opportunities in the future, aimed at providing business and commerce enablement services on the platform and continue the journey towards IndiaMART's long-term vision of providing a holistic ecosystem for small businesses.

[\(Read more about IndiaMART's strategic investments on Page 12-13\)](#)

## Key Statistics

(Figures in ₹ Million)

	FY 2023	FY 2022	Change (%)
Collections from Customers	12,186	9,344	30%
Deferred Revenue*	11,625	9,070	28%
Revenue from Operations	9,854	7,535	31%
EBITDA	2,679	3,078	(13%)
PBT	3,713	3,904	(5%)
Net Profit	2,838	2,976	(5%)
Earnings Per Share (in ₹)	92.96	97.82	(5%)
Cash generated from Operating Activities	4,758	4,023	18%
Cash and Treasury Investments	23,353	24,193	(4%)

Note: The above figures are on a consolidated basis.

[\(Read more about IndiaMART's cash generation and investments on Page 263\)](#)

## Growth Strategy

We aspire to become a one-stop solution for businesses for all their needs and to enhance their ease of doing business. A key objective of our growth strategy is to enhance the adoption of IndiaMART's platform by increasing the number of buyers and suppliers, whether small, medium or large enterprises, in the marketplace.

Our key strategy encompasses consistent and continuous enhancements in our key value proposition to small and medium businesses – by offering more and more products that facilitate commerce in the marketplace or provide business enabling softwares as a service. We will continue to invest in these areas to improve our value proposition for the customers.

## Returns to Shareholders

As at March 31, 2023, we had ₹23,353 million as Cash and Treasury Investments. We will continue to maintain the cash commensurate to our scale of operations as well as growth ambitions and believe in distributing the surplus in the form of dividends or buyback to our shareholders.

During the year, we had successfully completed the buyback of our equity shares for an aggregate value of ₹1,000 million at a buyback price of ₹6,250 per equity share. We also paid a Final Dividend of 20% to our shareholders, i.e., a dividend of ₹2 per equity share on a face value of ₹10 per share.

Further, the Board of Directors at their meeting held on April 28, 2023, subject to shareholders' approval, had approved a final dividend of 200% on a face value on ₹10 per share and also recommended an issue of bonus shares on the company's equity shares in the ratio of 1:1, i.e. one additional equity share for every one existing equity share, by capitalising a part of the free reserves.

[\(Read more about IndiaMART's Financial Performance on Page 24-25\)](#)

## Key Financial Ratios

Key Ratio	FY 2023	FY 2022	Change (%)
Current Ratio	2.8	3.7	(26%)
Debt – Equity Ratio	0.02	0.03	(26%)
Debt Service Coverage Ratio	8.4	6.0	41%
Interest Coverage Ratio	46.5	73.3	(36%)
Return on Net Worth	14.4%	17.1%	(15%)
Trade Receivables Turnover Ratio	10.3	20.6	(50%)
Trade Payables Turnover Ratio	12.8	10.5	22%
Net Capital Turnover Ratio	0.7	0.4	55%
Net Profit Margin	28.8%	39.5%	(27%)
Operating Profit Margin	24.0%	39.3%	(46%)
EBITDA Margin	27.2%	40.9%	(33%)
Return on Capital Employed	17.9%	20.3%	(12%)
Return on Investment	4.5%	4.4%	2%
Debt to EBITDA	0.2	0.2	(6%)

Note: The above ratios are on a consolidated basis.

## Human Resources Management

As we continue to embark on our growth journey with new aspirations and milestones, we value the unflinching contribution of our human resource that continues to drive our vision with utmost sincerity and passion. The Company engages with its employees across platforms to strengthen employee retention. In addition to providing the right workplace and environment, and growth opportunities to our employees, we also maintain a strong focus on employee welfare with specific initiatives to keep our employees always motivated.

Our "employee-first" approach has led us to implement various initiatives, which also includes weekly salary disbursements. In the previous year, we migrated to weekly pay-out of salaries to our employees, becoming India's first organisation to have taken this employee welfare initiative. The move was targeted at improving the financial and economic profile of our employees, providing them access to better financial liquidity during the month, and motivating them to work better.



**The Company engages with its employees across platforms to strengthen employee retention.**

Further, the Company strongly believes in providing wealth creation opportunities to its employees, such as the stock-based retention program. Till March 31, 2023, 700+ employees have been covered under the Company's various SAR / ESOPs programs.

[\(Read more about IndiaMART's Human Resource initiatives on Page 65-69\)](#)

## Data Privacy and Risk Management

Risk is an integral part of our business and is critical to our success. The Company has identified and implemented comprehensive policies and procedures to assess, monitor and manage risks. Our risk management process is continuously evaluated, improved and adapted based on the changing risk scenario.

A comprehensive Information Security Policy is in place to deal with any IP rights and information security lapses and includes all relevant stakeholders. Being an ISO / IEC 27001:2013 certified company, our robust policies help manage information security. The Company has also taken one step ahead to further strengthen its ISMS – ISO 27001, through the implementation of Privacy Information Management System (PIMS) - ISO 27701 which focusses on protecting the organisation's personally identifiable information (PII).

We also have in place a Business Continuity and Management System (BCMS) certified via ISO 22301:2019. This covers identification of situations that will likely have a negative impact on business operations. Further, as a re-assurance for our economic resilience, professional reputation and environmental and safety outcomes, we also acquired the ISO 31000 certificate for Enterprise Risk Management during the year.

[\(Read more about IndiaMART's Risk Management on Page 35-37\)](#)

## Internal Control Systems

The Company has well-established and strong internal controls with well-designed systems, policies and procedures to maintain financial discipline. Our Internal Control Systems are well commensurate with the nature of our business and the size and complexity of our operations. During the year, these internal controls were thoroughly tested and no reportable material weakness in controls was observed.

## Outlook

Our business provides an immense opportunity for significant penetration across geographies, and a resultant opportunity for growth. As more and more businesses increasingly adopt digital means of doing business, and with digitisation and internet adoption witnessing exponential growth in India, we foresee an increased demand for our services in the years ahead. With its business model, technology and market positioning, IndiaMART is well placed to capitalise on the growing market opportunities.

## Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include among others, climatic conditions, economic conditions affecting demand-supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

# BOARD'S REPORT

Dear Member(s),

The Board of Directors of your Company take pleasure in presenting the Twenty-Fourth (24<sup>th</sup>) Annual Report of IndiaMART InterMESH Limited ('Company'), on the business and operations of the Company together with Audited Standalone & Consolidated Financial Statements and the Auditor's Report thereon for the financial year ended March 31, 2023 ('FY 2023').

## FINANCIAL PERFORMANCE

A summary of the financial performance of the Company in FY 2023 is detailed below:

('Amount in ₹ Million')

Particulars	Standalone		Consolidated	
	FY 2023	FY 2022	FY 2023	FY 2022
Revenue from Operations	9,388.17	7,507.70	9,853.99	7,534.85
Other Income	1,128.83	1,078.60	1,805.26	1,121.94
<b>Total Income</b>	<b>10,517.00</b>	<b>8,586.30</b>	<b>11,659.25</b>	<b>8,656.79</b>
Employee Benefit Expenses	3,992.19	2,628.47	4,247.35	2,675.52
Financial Cost	46.79	54.02	81.51	54.02
Depreciation and amortisation expenses	192.68	119.01	310.75	119.46
Other Expenses	2,779.76	1,758.31	2,927.81	1,780.87
<b>Total Expenses</b>	<b>7,011.42</b>	<b>4,559.81</b>	<b>7,567.42</b>	<b>4,629.87</b>
<b>Exceptional items</b>	<b>52.61</b>	-	-	-
Share in Net Profit/(loss) of Associate	-	-	(379.05)	(122.49)
Profit/(Loss) before tax	3,452.97	4,026.49	3,712.78	3,904.43
Total Tax Expenses	731.11	928.25	874.51	928.25
Profit/(Loss) for the year	2,721.86	3,098.24	2,838.27	2,976.18
Other Comprehensive income for the financial year	39.78	4.28	45.06	3.06
<b>Total Comprehensive income/(loss) for the financial year</b>	<b>2,761.64</b>	<b>3,102.52</b>	<b>2,883.33</b>	<b>2,979.24</b>
Earnings per Equity Share (₹) - Face value of ₹ 10/- each	89.14	101.83	92.96	97.82

**Note:** The above figures are extracted from the Standalone and Consolidated Financial Statements prepared in compliance with Indian Accounting Standards (IND AS). The Financial Statements of the Company complied with all aspects of Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act.

## REVIEW OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The highlights of the Company's performance on Standalone basis are as under:

- Revenue from Operations reached ₹ 9,388.17 million in FY 2023 as against ₹ 7,507.70 million in FY 2022, a growth of around 25.05% year on year.
- The total income increased by 22.49% from ₹ 8,586.30 million in FY 2022 to ₹ 10,517.00 million in FY 2023.
- Operating EBITDA, in FY 2023, recorded a decrease of 16.17% over FY 2022 and stood at 2,616.21 million in comparison with ₹ 3,120.91 million in FY 2022.
- Profit before tax (PBT) from ordinary activities (before exceptional items) is ₹ 3,505.58 million in FY 2023 as against ₹ 4,026.49 million in FY 2022.

## DIVIDEND

Based on Company's Performance and in terms of Dividend Distribution Policy of the Company, the Board of Directors in its

meeting held on April 28, 2023 recommended a final dividend of ₹ 20 (i.e., 200%) per equity share of ₹ 10 each fully paid-up for FY 2023, subject to the approval of the members at the ensuing Annual General Meeting ('AGM') of the Company. The Dividend will be payable to all those members whose names will appear in the Register of Member as on the record date.

As per the provisions of Section 115 – O of Income-tax Act, 1961 and amendments introduced vide Finance Act, 2020, w.e.f. April 01, 2020, Dividend paid or distributed by the Company shall be taxable in the hands of the Members of the Company. The Company shall accordingly make the payment of the final dividend after deduction of tax at source.

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has formulated and implemented the Dividend Distribution Policy which is displayed on Company's Website. The web-link for the same is <https://investor.indiamart.com/CorporateGovernance.aspx>.

## TRANSFER TO RESERVES

The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2023.

## BUYBACK OF EQUITY SHARES

The Board of Directors of the Company approved, through a resolution passed at its duly convened meeting held on April 28, 2022, buyback of upto 1,60,000 fully paid-up equity shares of the Company having face value of ₹ 10/- (Indian Rupees Ten Only), at a price of ₹ 6,250 (Indian Rupees Six Thousand Two Hundred Fifty only) per equity share payable in cash, for an aggregate amount not exceeding ₹ 100 Crores (Indian Rupees One Hundred Crores only).

The buyback was approved for participation from all shareholders / beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, on a proportionate basis as on the Record Date through the "Tender Offer" route, using mechanism for acquisition of shares through stock exchange as prescribed under Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations"), the Companies Act, 2013 and Rules made thereunder, as amended from time to time and such other circulars or notifications issued by the Securities and Exchange Board of India.

The Buyback of equity shares commenced on Thursday, June 02, 2022 and closed on Wednesday, June 15, 2022. During this buyback period, the Company extinguished a total of 1,60,000 equity shares at a price of ₹ 6,250/- (Indian Rupees Six Thousand Two Hundred Fifty Only) per Equity Share for an aggregate amount not exceeding ₹ 100 Crores (Indian Rupees One Hundred Crores only). The Buyback Offer Size represents 5.32% and 5.37% of the aggregate of the Company's fully paid-up capital and free reserves as per the standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2022, which was less than 10% of the total paid-up equity share capital and free reserves of the Company. The Buyback of equity shares was completed on June 23, 2022.

The details of the Buyback are available on Company's Website and can be accessed through the web-link <https://investor.indiamart.com/buyback.aspx>.

## BONUS ISSUE

The Board of Directors at its meeting held on April 28, 2023, recommended issue of bonus shares, subject to the approval of members of the Company in the Annual General Meeting, to the holders of equity shares of the Company in the proportion of 1 (one) equity share of ₹ 10/- (Rupees Ten) each fully paid up for 1 (one) existing equity share of ₹ 10/- (Rupees Ten) each fully paid up as on the record date fixed for this purpose. The Bonus issue will be issued out of Capital Redemption Reserve and balance from the Securities Premium Account of the Company available as at March 31, 2023.

## MATERIAL CHANGES AND COMMITMENTS

As prescribed under Section 134(3) of the Act, there have been no material changes and commitments affecting the financial position of your Company which occurred between the end of the financial year of the Company and date of this report, except as disclosed elsewhere in report:

- In the nature of Company's Business, and
- In the Company's Subsidiaries or in the nature of business carried out by them.

## SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

As on March 31, 2023, the Company has five (5) Wholly-owned Subsidiary Company(s), one (1) Subsidiary Company and eight (8) Associate Company(s).

### Wholly owned Subsidiary Companies:

- Busy Infotech Private Limited ('BUSY')
- Tradezeal Online Private Limited ('TOPL')
- Pay With Indiamart Private Limited ('PW IPL')
- Tolexo Online Private Limited ('Tolexo')
- Hello Trade Online Private Limited ('HTOPL')

### Subsidiary Company:

- Livekeeping Technologies Private Limited ('LIVEKEEPING') (Formerly known as Finlite Technologies Private Limited)
- Livekeeping Private Limited (Wholly owned Subsidiary of Livekeeping)

### Associate Companies:

- Simply Vyapar Apps Private Limited ('Vyapar')
- Mobisy Technologies Private Limited ('Mobisy')
- IB MonotaRO Private Limited ('Industry Buying')
- Truckhall Private Limited ('SuperProcure')
- Adansa Solutions Private Limited ('Realbooks')
- Shipway Technology Private Limited ('Shipway')
- Edgewise Technologies Private Limited ('EasyEcom')
- Agillos E-Commerce Private Limited ('Aerchain')

## Development/Performance and Financial Position of each Subsidiary is presented below:

- Busy Infotech Private Limited ('BUSY'):** During the financial year, the Company acquired 100% of the paid-up capital of BUSY for an aggregate cash consideration of ₹ 5,000 million and subsequently, became the wholly-owned subsidiary of the Company on completion of the acquisition on April 06, 2022.

Busy was incorporated on August 12, 1997 with the main object to carry on the business for providing software and solutions, which are Easy-to-use, Powerful, and Scalable. Busy is one of the largest accounting software companies

in India. BUSY through its product 'BUSY Accounting Software' & 'BUSY' offers web-based business accounting solution for the companies including GST billing & return filing, TDS/TCS, configurable GST compliant invoicing, inventory management. The solution is offered in three variants namely Basic, Standard and Enterprise Edition. During FY 2023, BUSY's total Income was ₹ 471.40 million and net profit after taxation was ₹ 103 million.

- 2. Livekeeping Technologies Private Limited ('Livekeeping') (Formerly known as Finlite Technologies Private Limited):** During the financial year, the Company acquired 51.09% of the paid-up capital of Livekeeping for an aggregate consideration of ₹ 459.8 million and subsequently, became the subsidiary of the Company on completion of the acquisition on May 23, 2022.

Livekeeping was incorporated on January 28, 2015 and offers value added services to businesses over their existing on-premises accounting software like Tally. It provides desktop based digital integration with on premise accounting software which syncs the data automatically to its mobile based application enabling the user to view their accounting data on mobile. Businesses can access, analyse and share accounting information like sales, receivables, outstanding payments in real time through Livekeeping application. During FY 2023, Livekeeping's total Income was ₹ 17.71 million and net loss after taxation was ₹ 31.95 million.

- 3. Tradezeal Online Private Limited ('TOPL'),** formerly known as Tradezeal International Private Limited, was incorporated on May 31, 2005 as a wholly-owned subsidiary of the Company. The main object of TOPL is to carry out business related to Investment and allied activities by making strategic investments in multiple ventures. Such investments are in line with the Company's long-term objective of offering various SaaS solutions for businesses.

During FY 2023, TOPL has no revenue, however its total Income from other sources was ₹ 601.21 million and net profit after taxation was ₹ 444.09 million.

- 4. Pay With Indiamart Private Limited ('PWIPL'),** was incorporated on February 07, 2017, as a wholly-owned subsidiary of the Company. PWIPL is engaged in the business of digital payment facilitation mechanisms. During FY 2023, PWIPL's total income was ₹ 29.79 million and net loss after taxation was ₹ 1.15 million.

- 5. Tolexo Online Private Limited ('Tolexo'),** was incorporated on May 28, 2014, as a wholly-owned subsidiary of the Company. Tolexo is primarily engaged in the business of building a cloud-based solution for SME businesses to help them manage their business with increased efficiency. During FY 2023, Tolexo's total revenue was ₹ 10.99 million and net loss after taxation was ₹ 67.15 million.

- 6. Hello Trade Online Private Limited ('HTOPL'),** was incorporated on July 03, 2008 as a wholly-owned subsidiary of the Company. HTOPL being not actively engaged in any business is, however, authorized to indulge in a gamut of businesses, like conducting domestic trade and international business facilitation, including sales, marketing, operational, technological, information processing and other trade and business-related services. During FY 2023, HTOPL has no revenue and net loss after taxation was ₹ 0.07 million.

**Development/Performance and Financial Position of each Associate Company(s) is presented below:**

- 1. Simply Vyapar Apps Private Limited ('Vyapar'),** was incorporated on March 08, 2018. It is engaged in the business of selling 'Vyapar', a Business Accounting Software (both mobile app as well as desktop versions) with Billing, GST Invoice, Stock Inventory & Accounting solutions. Vyapar has become our Associate company on September 05, 2019.

As on March 31, 2023, the Company holds 27.45% of its paid-up share capital on fully diluted basis in Vyapar. During FY 2022, its total Income was ₹ 209.02 million and the net loss after taxation was ₹ 266.11 million.

- 2. Mobisy Technologies Private Limited ('Mobisy'):** was incorporated on February 04, 2008. It is engaged in a business of developing web and mobile applications in relation to sales force and supply chain automation solutions. It's main product, Bizom, is a SaaS based end to end retail intelligence platform for brands and B2B retailers. It allows businesses to digitize the end-to-end sales and distribution platform from Sales Force Automation (SFA), Distributor Management System (DMS), and retail execution and management. It uses a proprietary analytics engine with AI and ML to deliver custom reports, alerts and actionable insights to businesses. Mobisy has become our Associate company on November 15, 2022.

During FY 2023, the Company increased its stake by 7.96% by way of subscription, purchase or otherwise, in the equity shares, preference shares, debentures and/or other securities of Mobisy aggregating to 25.08% in the share capital of Mobisy, on fully diluted basis.

During FY 2022, its total Income was ₹ 447.79 million and net loss after taxation was ₹ 47.78 million.

- 3. IB MonotaRO Private Limited ('Industry Buying'),** was incorporated on July 28, 2020. It is engaged in the e-commerce business for Industrial and Business supplies in India, under its brand name 'Industry Buying'. It offers utility products in Maintenance, Repairs and Overhaul ('MRO') categories like power tools, abrasives, electronics, robotics, hand tools and many more such products to its customers primarily for industrial purposes. Industry Buying has become our Associate company on March 03, 2022.

As on March 31, 2023, the Company holds 26% of its paid-up share capital on fully diluted basis in Industry Buying. During FY 2022, its total Income was ₹ 279.58 million and net loss after taxation was ₹ 188.37 million.

- 4. Truckhall Private Limited ('SuperProcure')** was incorporated on August 18, 2016. It is engaged in the business of creating online marketplace and software development for the logistics industry including running and managing a digital platform 'SuperProcure'. SuperProcure is a SaaS based platform that digitizes the entire freight sourcing and dispatch monitoring system of the logistics department of an organisation. It allows logistics departments to find the best possible rates through a transparent bidding and auction structure, thus saving costs. SuperProcure has become our Associate company on June 05, 2021.

As on March 31, 2023, the Company indirectly through its wholly-owned subsidiary, Tradezeal Online Private Limited, holds 25.02% share capital of SuperProcure on fully converted and diluted basis.

During FY 2022, its total Income was ₹ 41.51 million and net loss after taxation was ₹ 42.50 million.

- 5. Adansa Solutions Private Limited ('Realbooks')** was incorporated on May 22, 1973. It is engaged in a business of offering a cloud-based accounting software product for businesses. Furthermore, it enables businesses to create customized invoices, attach files to vouchers, and manage their inventory. It also enables businesses to manage their different business units at multiple locations from a single dashboard.

During FY 2023, the Company indirectly through its wholly-owned subsidiary, Tradezeal Online Private Limited, acquired 26.01% share capital of Realbooks on fully converted and diluted basis. Subsequently, Realbooks became the Associate company on completion of the acquisition on April 06, 2022.

During FY 2022, its total Income was ₹ 35.48 million and net loss after taxation was ₹ 6.90 million.

- 6. Shipway Technology Private Limited ('Shipway'),** was incorporated on August 06, 2015. It is engaged in the business of developing SaaS based solutions which allow small business to automate their shipping operations via its flagship product 'Shipway'. The product allows sellers to improve the shipping experience for their customers by providing branded tracking pages, sending out automatic delivery notifications and capturing customer feedback. Additionally, via its 'Ezyslips product', the entity allows sellers to automate their back-office shipping workflows' including courier allocation, bulk label printing, fraud detection and returns management.

Shipway has become our Associate company on April 29, 2021.

As on March 31, 2023, the Company indirectly through its wholly-owned subsidiary, Tradezeal Online Private Limited, holds 26% share capital of Shipway on fully converted and diluted basis.

During FY 2022, its total income was ₹ 55.58 million and net loss after taxation was ₹ 18.91 million.

- 7. Edgewise Technologies Private Limited ('EasyEcom'),** was incorporated on January 22, 2015. It offers SaaS based online commerce enablement solutions to the merchants under the brand name EasyEcom. Its flagship inventory and warehouse management solutions allow merchants to allocate, track, and reconcile inventory across various online and offline sales channels. It also offers additional modules which automate other back-office functions of merchants, such as shipping related payments reconciliation and returns reconciliation. EasyEcom has become our Associate company on January 03, 2022.

As on March 31, 2023, the Company indirectly through its wholly-owned subsidiary, Tradezeal Online Private Limited, holds 26.01% share capital of EasyEcom on fully converted and diluted basis.

During FY 2022, its total Income was ₹ 41.36 million and net loss after taxation was ₹ 1.43 million.

- 8. Agillos E-Commerce Private Limited ('Aerchain'),** was incorporated on May 05, 2016. It is engaged in the business of offering SaaS based solutions for businesses to automate their procurement operations under its brand name 'Aerchain'. Aerchain seamlessly connects relevant stakeholders, brings visibility, improves efficiency and spreads intelligence across the entire Source to Pay lifecycle of enterprises. Further, through their AI & ML based sourcing engine, they help procurement teams by identifying, analysing and recommending suppliers to drive cost benefits. Aerchain has become our Associate company on August 16, 2021.

As on March 31, 2023, the Company indirectly through its wholly-owned subsidiary, Tradezeal Online Private Limited, holds 26.23% share capital of Aerchain on fully converted and diluted basis.

During FY 2022, its total Income was ₹ 43.52 million and net loss after taxation was ₹ 15.63 million.

During the financial year, the Board of Directors of the Company reviewed the affairs of its subsidiary and associate company(s). Pursuant to the provisions of Section 136 of the Act, separate audited accounts of the subsidiaries are available on the website of the Company at [https://investor.indiamart.com/Subsidiary\\_Financials.aspx](https://investor.indiamart.com/Subsidiary_Financials.aspx).

Pursuant to the provisions of Section 129(3) of the Act and Ind - AS 110 issued by the Institute of Chartered Accountants of India, the Consolidated Financial Statements of the Company have been prepared including the financial statements of its subsidiary and associate company(s), which forms integral part of this Annual Report. A statement containing the salient features of the financial statements of the subsidiary and associate company(s) and their performance is provided in Form AOC-1 which is attached as 'Annexure – 1' to this report.

Further, apart from the above, no other company have become or ceased to be subsidiary, joint venture or associate of the Company during the financial year except to the following:

- a) **Ten Times Online Private Limited ('10times')**, was incorporated on February 26, 2014. 10times is currently engaged in the business of operating [www.10times.com](http://www.10times.com), a platform for business events discovery and networking. It creates a unique virtual experience by streaming services thereby, enabling customers to create, manage and host events as well as communities.

During FY 2023, 10times ceased to be an Associate company as the Company has disinvested its entire shareholding, i.e. 30% of Equity Share Capital of 10times.

As on March 31, 2023, there is no material subsidiary of the Company. The Policy for determining material subsidiaries is available on the Company's website at <https://investor.indiamart.com/CorporateGovernance.aspx>.

#### SHARE CAPITAL

During FY 2023, there is no change in the Authorised Share Capital of the Company. As on March 31, 2023, the Authorised Capital of the Company is ₹ 99,44,25,584/- divided into 9,94,42,460 Equity Shares having face value of ₹ 10/- each and 3 (Three) 0.01% Cumulative Preference Shares having face value of ₹ 328/- each.

The movement of the issued, subscribed and paid-up share capital of the Company during the financial year is as follows:

Amount (In ₹)

Issued, Subscribed and Paid-up Share Capital	Equity Share Capital
At the beginning of the year i.e., as on April 01, 2022 (3,05,64,574 equity shares of ₹ 10/- each)	30,56,45,740
Stock Options allotted during the financial year under: Indiamart Employee Stock Benefit Scheme – 2018 (2,10,000 equity shares of ₹ 10/- each to Indiamart Employee Benefit Trust)	21,00,000
Equity Shares extinguished on Buyback (1,60,000 equity shares of ₹ 10/- each)	(16,00,000)
At the end of the year i.e., as on March 31, 2023 (3,06,14,574 equity shares of ₹ 10/- each)	30,61,45,740

\*The equity shares so allotted were duly listed on the Stock Exchanges.

#### EMPLOYEES STOCK BENEFIT SCHEMES

Your Company has always believed in motivating employees and rewarding them for their continuous hard work, dedication and support, which has led the Company on the growth path. In view of the above, the Company currently has the following scheme:

##### i. Indiamart Employee Stock Benefit Scheme 2018

Pursuant to a resolution of the Board of Directors dated April 30, 2018 and the shareholders' resolution dated May 07, 2018, the Company instituted an Employee Stock Benefit Scheme. In terms of the Indiamart Employee Stock Benefit Scheme 2018 ('Scheme'), eligible employees may be granted options and/or stock appreciation rights ('SARs'). Pursuant to a trust deed dated June 14, 2018, a trust by the name "IndiaMART Employee Benefit Trust" ('EBS Trust') has been set up in connection with the implementation of Indiamart Employee Stock Benefit Scheme 2018. The current trustees of the ESOP Trust are Mr. Madhup Agrawal, Mr. Abhishek Bhartia, Mr. Vivek Agrawal and Ms. Vasudha Bagri. The EBS Trust has been set up to implement equity-based incentive schemes of our Company, including the Indiamart Employee Stock Benefit Scheme 2018, whereby the Company will initially issue and allot the Equity Shares to the EBS Trust, which will subsequently, transfer the Equity Shares to our employees when they exercise their stock options or SAR units.

In terms of the Scheme and resolutions passed by the Board of Directors on June 04, 2018 and Shareholders on June 11, 2018, a maximum of 45,492 stock options resulting into 45,492 Equity Shares and 1,400,000 SAR units resulting into not more than 7,00,000 Equity Shares in aggregate may be granted to eligible employees, identified in accordance with the Scheme. Further, the Board of Directors in its meeting held on July 21, 2022 and the shareholders in the 23<sup>rd</sup> Annual General Meeting of the Company on September 20, 2022 approved the increase in the equity pool of existing number of resultant equity shares against the SAR units by adding 3,00,000 (Three Lakh Only) fresh equity shares aggregating to not more than 10,00,000 (Ten Lakh Only) Equity Shares under the Scheme and consequent amendment in the Scheme. The Scheme is administered and monitored by the Nomination and Remuneration Committee of the Company.

During FY 2023, all vested 4,205 ESOP options and 208,351 SARs units were duly exercised. SAR units so exercised resulted in issue of 182,026 Equity Shares of the Company.

The details of the Employee Stock Options/SARs as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is attached as 'Annexure – 8' to this Report.

During the financial year, apart from the above mentioned changes, no other change has been made in

the scheme and the scheme is in line with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SEBI (SBEB & SE) Regulations"). A Certificate from Secretarial Auditors of the Company that the Scheme is implemented in accordance with the SEBI (SBEB & SE) Regulations would be available at the AGM for the inspection by the members of the Company. The applicable disclosures as stipulated under SEBI (SBEB & SE) Regulations regarding Employees Stock Option Plan of the Company as on March 31, 2023 is available on the website of the Company at [https://investor.indiamart.com/ESOP\\_Disclosure.aspx](https://investor.indiamart.com/ESOP_Disclosure.aspx).

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A) Appointment of Independent Director:

During FY 2023, the Board of Director's, on the recommendations of the Nomination and Remuneration Committee, in its meeting held on October 20, 2022, approved and recommended to the shareholders for their approval, an appointment of Ms. Pallavi Dinodia Gupta (DIN:06566637) as a Woman Independent Director of the Company, not liable to retire by rotation, to hold office for a period of three (3) consecutive years w.e.f. October 20, 2022.

The Company has received approval of the Members of the Company on December 31, 2022 through Postal Ballot for the appointment of Ms. Gupta as a Woman Independent Director of the Company.

##### B) Re-appointment of Independent Director:

During FY 2023, the Board of Director's on the recommendations of the Nomination and Remuneration Committee, in its meeting held on October 20, 2022, also approved the re-appointment of Mr. Vivek Narayan Gour (DIN:00254383) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f. May 07, 2023 after taking into account the performance evaluation of the first term of five years and considering the knowledge, expertise, vast experience, acumen and the substantial contribution made by him.

The Company has received approval of the Members of the Company on December 31, 2022 through Postal Ballot for the appointment of Mr. Gour as an Independent Director of the Company.

##### C) Resignation of Independent Director:

During FY 2023, Ms. Elizabeth Lucy Chapman (DIN: 06459440) tendered her resignation as an Independent Director of the Company with effect from October 07, 2022 due to preoccupation and personal commitments. She also confirmed that there are no material reasons for her resignation other than those provided in her resignation letter. The intimation which has been furnished to stock exchanges can be accessed at <https://investor.indiamart.com/CorporateAnnouncements.aspx>.

##### D) Director liable to Retire By Rotation

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, may offer themselves for re-appointment at every AGM. Accordingly, one of the Directors, other than an Independent Director or Managing Director, would be liable to retire by rotation at the ensuing AGM.

Mr. Dhruv Prakash, Non-Executive Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment. The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, recommends his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act, Regulation 36 of the Listing Regulations and Secretarial Standards - 2 notified by Ministry of Corporate Affairs related to the Director proposed to be re-appointed is annexed to the Notice convening the 24<sup>th</sup> AGM.

Further, in terms of Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014, in the opinion of the Board, all the above mentioned appointment/ re-appointments of Independent Directors were made after due veracity of their integrity, expertise and experience (including the proficiency) and fulfils the conditions specified in the Act and under Listing Regulations.

The details of Directors and Key Managerial Personnel's ('KMPs') of the Company has been disclosed in the Corporate Governance Report forming an integral part of this Report. None of the Directors or KMPs of the Company, except as stated above, have resigned during the financial year.

##### Number of meetings of the Board of Directors

During FY 2023, five (5) board meetings were held. The details of the meetings of the Board and its Committees are given in the Corporate Governance Report, which forms an integral part of this Report.

##### Declaration by Independent Directors

Pursuant to the provisions of Section 149 of the Act, the Independent Directors of the Company have given their declarations to the Company that they meet the criteria of independence as provided under Section 149(6) of the Act read along with Rules framed thereunder and Regulation 16(1)(b) & 25(8) of the Listing Regulations and are not disqualified from continuing as an Independent Director of the Company. The Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Further, in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs (IICA).

Based on the disclosures received, the Board is of the opinion that, all the Independent Directors fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

#### Board Diversity

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity & gender, which will help us retain our competitive edge. Your Board comprises of experts in the field of Finance, Corporate Governance, Technology in Financial Inclusion, Enterprise Management, People Management and Leadership skills. Your Company has also appointed a Woman Director on the Board.

In terms of Regulation 19 of Listing Regulations and under Part D, Schedule II to the said Regulations, a Board Diversity Policy has been framed, and duly approved by Nomination and Remuneration Committee of the Board. The Board Diversity Policy of the Company can be accessed on the Company's website i.e., <https://investor.indiamart.com/CorporateGovernance.aspx>.

#### Familiarisation Programme for Independent Directors

The Company familiarizes the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programme at periodic intervals.

As a part of the ongoing familiarisation process of the Company, Independent Directors were apprised, during and/or after quarterly Board Meetings, by the Managing Director and Chief Executive Officer and/or Whole-time Director about the operations of the Company, market scenario, governance, internal control processes and other relevant matters including strategy, important developments and new initiatives undertaken by the Company.

Further, around the quarterly Board Meetings, the Senior Management Personnel made presentations on relevant topics including business, markets, controls, changes in the regulatory framework and business environment having an impact on the Company to the Directors of the Company.

The details pertaining to Familiarisation Programme for Independent Directors has been incorporated in the 'Corporate Governance Report' forming an integral part of this Report.

#### EVALUATION OF THE BOARD'S PERFORMANCE

Pursuant to applicable provisions of the Act and the Listing Regulations, the Board, in consultation with its Nomination and Remuneration Committee, has formulated a framework containing, *inter-alia*, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including Independent Directors

The annual performance evaluation of the Board as a whole, its Committees and individual Director has been carried out in accordance with the framework. The details of evaluation process of the Board as a whole, its Committees and individual Directors, including Independent Directors has been disclosed in the Corporate Governance Report forming an integral part of this Report.

During the reporting period, no adverse remarks or qualifications were notified and/or in respect of the Board, its Committees and/or any of the Directors'.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information & explanations obtained by them, confirm that:

- in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as on March 31, 2023 and of the profit and loss of the Company for the period ended on that date;
- the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy ('NRC Policy') in accordance with the provisions of the Act read with the Rules issued thereunder and the Listing Regulations. The Board modified the NRC Policy with effect from July 21, 2022 to align the same with

the amendments in the Listing Regulations. The NRC Policy of the Company can also be accessed on the Company's website at <https://investor.indiamart.com/CorporateGovernance.aspx>. The salient features of the NRC Policy have been disclosed in the Corporate Governance Report forming an integral part of this report.

#### LISTING OF SHARES

The Equity Shares of the Company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') with effect from July 04, 2019. The annual listing fees for FY 2023-24 has been paid to both the Stock Exchanges i.e., BSE and NSE.

#### UTILISATION OF QIP PROCEEDS

Pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Sections 42 and 62 of the

Act, the Company allotted 12,42,212 equity shares through Qualified Institutional Placement ('QIP') at an issue price of ₹ 8,615 per equity share (including a premium of ₹ 8,605 per equity share) aggregating to ₹ 10,701.66 million on February 22, 2021. The proceeds of funds raised under QIP of the Company are utilised as per Objects of the Issue. The details of the utilisation of the funds raised have been provided in the Corporate Governance Report forming an integral part of this Report.

#### COMMITTEES OF THE BOARD

The Company has several committees, which have been established as part of best corporate governance practices and comply with the requirements of the relevant provisions of applicable laws and statutes.

The Committees and their Composition as on March 31, 2023 are as follows:

Particulars of the Committee	Details of Committee Memberships					
	Mr. Dinesh Chandra Agarwal	Mr. Brijesh Kumar Agrawal	Mr. Dhruv Prakash	Mr. Vivek Narayan Gour	Ms. Pallavi Dinodia Gupta	Mr. Rajesh Sawhney
Audit	-	-	Member	Chairman	Member	Member
Nomination and Remuneration	-	-	Member	Chairman	Member	Member
Stakeholders' Relationship	-	Member	Member	Chairman	-	-
Corporate Social Responsibility & Sustainability	-	Member	-	Chairman	Member	-
Risk Management	-	-	Member	Member	Chairperson	Member
Investment and Finance	-	Member	-	Member	-	Chairman
Share Allotment	Member	Member	Chairman	-	-	-
Independent Directors	-	-	-	Member	Chairperson	Member

#### AUDIT COMMITTEE

The terms of reference, meetings and attendance have been disclosed in the Corporate Governance Report forming an integral part of this Report. All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

#### CORPORATE SOCIAL RESPONSIBILITY & SUSTAINABILITY ('CSRS')

Your Company believes in the philosophy of transforming businesses and lives through our constant efforts and actions for empowering societies. With a mission to achieve long-term socio-economic development of the communities, the Company has focused its Corporate Social Responsibility ('CSR') initiatives on programs that bring sustainable change in education, the environment, and healthcare systems. Being a responsible corporate citizen, our initiatives are focussed at delivering maximum value to the society, under our CSR initiatives.

The Company constituted Corporate Social Responsibility Committee in accordance with the provisions of the Act. During FY 2023, to ensure sustainability being observed at Board level, the Board of Directors in their meeting held on March 24, 2023 expanded the scope of the Committee and renamed the same as Corporate Social Responsibility & Sustainability Committee ('CSRS Committee').

As on March 31, 2023, the CSRS Committee comprises of three (3) members i.e., Mr. Brijesh Kumar Agrawal, Mr. Vivek Narayan Gour and Ms. Pallavi Dinodia Gupta. Mr. Vivek Narayan Gour is the Chairman of CSRS Committee.

In accordance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR Rules'), the Company has formulated the CSR Policy which can be accessed on the Company's website at <https://corporate.indiamart.com/Social-Responsibility/>. The CSR Policy outlines the Company's philosophy and responsibility and lays down the guidelines and mechanism

for undertaking socially impactful programs towards welfare and sustainable development of the community.

In terms of Section 135 of the Act read with Rule 8 of the CSR Rules as amended, the Annual Report on CSR Activities undertaken by the Company during FY 2023 is annexed herewith as '**Annexure – 2**' to this Report.

### MANAGEMENT DISCUSSION AND ANALYSIS

In term of Regulation 34 of the Listing Regulations, Management's Discussion and Analysis Report for the year under review, is presented in a separate section, forming an integral part of this Annual Report.

### CORPORATE GOVERNANCE REPORT

Your Company always places a major emphasis on managing its affairs with diligence, transparency, responsibility and accountability. The Company continues to focus on building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz. integrity, equity, transparency, fairness, sound disclosure practices, accountability and commitment to values.

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Practicing Company Secretaries conforming compliance to the conditions of Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulations, is also annexed to the Corporate Governance Report which forms part of this Report as '**Annexure – 3**'.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a robust Vigil Mechanism and adopted a Whistle Blower Policy in accordance with provisions of Section 177(9) of the Act and Regulation 22 of the Listing Regulations, to provide a formal mechanism to its Directors/ Employees/Stakeholders of the Company for reporting any unethical behaviour, breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected / actual fraud and criminal offences.

The details of vigil mechanism as provided in the Whistle Blower Policy have been disclosed in the Corporate Governance Report forming an integral part of this Report. During the year under review, no such concern from any whistle-blower has been received by the Company. The Whistle Blower Policy is available on Company's Intranet and can also be accessed on the Company's website at <https://investor.indiamart.com/CorporateGovernance.aspx>.

### INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial control systems in place which are supplemented by an extensive internal audit program conducted by an independent professional agency.

The internal control system is designed to ensure that all financial and other records are reliable for preparing financial statements and for maintaining accountability of assets. During the financial year, such controls were tested and no reportable material deficiency in controls were observed.

### RISK MANAGEMENT

Risk Management is an integral and important component of Corporate Governance. If risks are not properly managed and controlled, they can affect the Company's ability to attain its objectives. The Board of Directors of the Company has constituted Risk Management Committee ('RMC') which assists the Board in monitoring and reviewing the risk management plan, implementation of the risk management framework of the Company and such other functions as Board may deem fit. Pursuant to Section 134(3) of the Act, the Company has in place, an effective risk management framework, which is governed at the highest level by the Board. The Risk Management Policy identifies elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company. Further, during FY 2023, the Company identified few more risks which could influence the achievement of the Company's business objectives and accordingly modified the Risk Management Policy with effect from October 20, 2022.

A detailed section on Risk Management is provided in the Management Discussion and Analysis Report forming an integral part of the Annual Report.

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of Investments made during the financial year under the provisions of Section 186 of the Companies Act, 2013, have been disclosed in Note No. 7 & 8 to the Standalone Financial Statements forming an integral part of the Annual Report. Further, investment made directly and indirectly by the Company are mentioned elsewhere in this report.

Additionally, the Company has invested the surplus funds available in the units of mutual funds, debt securities, equity ETFs/index funds, units of infrastructure investment trusts etc., the details of which have been disclosed in Note No. 8 to the Standalone Financial Statements forming an integral part of the Annual Report.

During FY 2023, the Company has not given any loan or provided any guarantees pursuant to Section 186 of the Act.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to Section 134(3)(h) of the Act, all the contracts, arrangements and transactions with the related parties as entered by the Company during the financial year under review were on arm's length basis and in the ordinary course of business and were approved by the Audit Committee. The Board of Directors of the Company had laid down the criteria for granting the omnibus approval by the Audit Committee, in

line with the Company's Policy on Materiality of and dealing with Related Party Transactions ('RPT Policy').

Further, during the financial year, the Company has not entered into any material related party transactions in accordance with the Company's Policy on Related Party Transactions, read with the Listing Regulations and accordingly, the disclosure of related party transactions in Form AOC-2 is not applicable. The statement showing the disclosure of Related Party Transactions have been disclosed in Note No. 33 to the Standalone Financial Statement forming an integral part of this Annual Report.

The Board of Directors in its meeting held on April 28, 2022 modified the RPT policy of the Company to align the same with the amendments in Listing Regulations. The RPT Policy can be accessed at the Company's website at <https://investor.indiamart.com/CorporateGovernance.aspx>.

### PARTICULARS OF EMPLOYEES

Disclosure pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- Ratio of the remuneration of each Director to the median remuneration of the employee's ('MRE') and other details pursuant to Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The aforesaid disclosure is annexed herewith as '**Annexure – 4**' to this report.
- Detail of every employee of the Company as required pursuant to Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The aforesaid disclosure is annexed herewith as '**Annexure – 5**' to this report.
- No Director of the Company, including its Managing Director or Whole-Time Director, is in receipt of any commission from the Company or its Subsidiary Company.

### AUDITORS

#### a) Statutory Auditors

B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) were appointed as Statutory Auditors of the Company at the Annual General Meeting of the Company held on September 25, 2019, for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of the 20<sup>th</sup> Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company.

The report of the Statutory Auditors forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer.

#### b) Internal Auditors

Baker Tilly Business Advisory Services Private Limited (Formerly known as Mazars Business Advisory Private Limited), who were appointed as an Internal Auditors of the Company for FY 2023, have conducted the internal audits periodically and shared their reports and findings with the Audit Committee including significant observations, if any, and follow-up actions thereon from time to time. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening the Company's risk management policies and systems.

#### c) Secretarial Auditors

M/s Chandrasekaran & Associates, Practicing Company Secretaries were appointed to conduct the Secretarial Audit of the Company for FY 2023, as required under Section 204 of the Act and Rules made thereunder. The Secretarial Auditors' Report for FY 2023 is annexed herewith as '**Annexure – 6**' to this Report. The report of Secretarial Auditor is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer.

### Reporting of frauds by Auditors

During the year under review, the Auditors of the Company have not reported to the Audit Committee, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

### EXTRACTS OF ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the Annual Report referred to in Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for the financial year ended March 31, 2023 is available on the Company's website at [https://investor.indiamart.com/annual\\_return.aspx](https://investor.indiamart.com/annual_return.aspx).

### PREVENTION OF SEXUAL HARASSMENT

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. An Internal Complaints Committee ('ICC') under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') has been constituted to redress the complaints received regarding sexual harassment and it presently comprises of five (5) members out of which three (3) members are women as on the date of this report.

The Company has adopted a Policy for Prevention of Sexual Harassment of Women at Workplace. Periodic sessions were

also conducted to apprise employees and build awareness on the subject matter. The details of sexual harassment complaints received and disposed-off during period under review are as follows:

No. of Complaints received	: Nil
No. of Complaints disposed-off	: Nil
No. of Cases pending for more than 90 days	: Nil
No. of Workshops or Awareness Programmes	: 52
Nature of action taken by the Company	: NA

#### Nature of business conducted throughout the workshops in respect of POSH:

- The workshop is part of Company's induction programme, Shubharambh for all new joiners;
- A presentation is given by the human resource business partners ('HRBP') to all new joiners sensitising on the policy in place;
- Activities falling under the purview of the POSH Policy are clearly enunciated;
- The repercussions of indulging in any distasteful act are duly communicated; and
- Introducing ICC members and sharing their contact information to park complaints.

#### BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Your Company believes that it can only be successful in the long term by creating value both for its shareholders and for society. Your Company is mindful of the needs of the communities and works to make a positive difference and create maximum value for the society.

SEBI, vide its circular dated May 10, 2021, made BRSR mandatory for the top 1,000 listed companies (by market capitalisation) from FY 2023 in respect of reporting on ESG (Environment, Social and Governance) parameters. In terms of Regulation 34 of the Listing Regulations, Business Responsibility & Sustainability Report for FY 2023 detailing various initiatives taken by the Company on the environmental, social and governance front is annexed herewith as '**Annexure – 7**' to this Report.

#### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any unpaid / unclaimed amount which is required to be transferred, under the provisions of the Act into the Investor Education and Protection Fund ('IEPF') of the Government of India. Further, the Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2023 on the website of the Company's at [https://investor.indiamart.com/Unpaid\\_Unclaimed\\_Dividend.aspx](https://investor.indiamart.com/Unpaid_Unclaimed_Dividend.aspx).

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as '**Annexure – 9**' to this Report.

#### OTHER STATUTORY DISCLOSURES

- PUBLIC DEPOSITS:** Your Company has not accepted any deposits from the public, during the financial year, within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2023.
- COST RECORDS:** Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.
- ISSUANCE OF SHARES WITH DIFFERENTIAL VOTING RIGHTS AND SWEAT EQUITY SHARES:** Your Company has not issued any shares with differential voting rights and sweat equity shares during the financial year.
- DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:** No significant material orders have been passed by any Regulators/Courts/Tribunals which has been received by the Company having impact on the going concern status and the Company's operation in future.
- CHANGE IN NATURE OF BUSINESS:** There was no change in nature of the business of the Company in FY 2023.
- COMPLIANCE OF SECRETARIAL STANDARDS:** The Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.
- APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:** No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year is not applicable; and

- DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE:** The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

#### CERTIFICATIONS

In adherence to the best practices prescribed under the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, the Company has undertaken certification under the ISO 27001, ISO 22301, ISO 31000 and ISO27701 standards thereby establishing compliance with reasonable security practices and procedures. Further, various policies and procedures have been instituted, including 'Information

Security Policy' and 'Risk Management Procedure', that are commensurate with the information assets being protected with the nature of business.

#### ACKNOWLEDGEMENT

Your Directors take this opportunity to thank and acknowledge with gratitude, the contributions made by the employees through their hard work, dedication, competence, commitment and co-operation towards the success of your Company and have been core to our existence that helped us to face all challenges.

Your Directors are also thankful for consistent co-operation and assistance received from its shareholders, investors, business associates, customers, vendors, bankers, regulatory and government authorities and showing their confidence in the Company.

On behalf of the Board  
For **IndiaMART InterMESH Limited**

Place: Noida  
Date: April 28, 2023

Sd/-  
**Brijesh Kumar Agrawal**  
(Whole Time Director)  
DIN: 00191760

Sd/-  
**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN: 00191800

## Annexure - 1

# FORM AOC - 1

(Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures as on March 31, 2023.

## PART "A": SUBSIDIARIES

Amount in ₹ Million

1. Name of the Subsidiaries	Tolexo Online Private Limited	Tradezeal Online Private Limited	Hello Trade Online Private Limited	Pay With Indiamart Private Limited	Busy Infotech Private Limited	Livekeeping Technologies Private Limited*
2. The date since when subsidiary was acquired	May 28, 2014	May 31, 2005	July 03, 2008	February 07, 2017	April 06, 2022	May 23, 2022
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as of Holding Company	Same as of Holding Company	Same as of Holding Company	Same as of Holding Company	Same as of Holding Company	Same as of Holding Company
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees
5. Equity Share Capital	70.02	1.10	0.60	1.00	0.45	0.10
6. Reserves & Surplus	(470.53)	1,333.10	(0.39)	5.03	582.41	319.82
7. Total Assets (including investments)	26.15	1,558.77	0.34	50.66	961.62	327.72
8. Total Liabilities (other than equity)	426.66	224.57	0.12	44.63	378.76	7.73
9. Investments	-	1,446.98	-	14.31	754.91	319.64
10. Turnover (excluding other income)	10.52	-	-	28.79	433.06	1.77
11. Profit / (loss) before taxation	(67.15)	584.09	(0.07)	(1.15)	134.28	(31.71)
12. Provision for taxation	-	140.00	-	-	31.28	0.23
13. Profit / (loss) after taxation (before Other Comprehensive Income)	(67.15)	444.09	(0.07)	(1.15)	103.00	(31.95)
14. Proposed Dividend	-	-	-	-	-	-
15. % of Shareholding	100%	100%	100%	100%	100%	100%

\*Formerly known as Finlite Technologies Private Limited

- Names of subsidiaries which are yet to commence operations: Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year: Not Applicable

## PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of Associates / Joint Ventures	Latest Audited Balance Sheet Date	Simply Vyapar Apps Private Limited	Ten Times Online Private Limited	Truckhall Private Limited	Shipway Technology Private Limited	Agillos E-Commerce Private Limited	Edgewise Technologies Private Limited	IB MonotaRO Private Limited	Adansa Solutions Private Limited	Mobyis Technologies Private Limited
1.	Date on which the Associate or Joint Venture was associated or acquired	September 05, 2019	March 31, 2022	September 01, 2020	June 05, 2021	April 29, 2021	August 16, 2021	January 03, 2022	March 31, 2022	April 06, 2022	November 15, 2022
2.	Shares of Joint Ventures / Associates held by the company on the year end No.	5,954,000	Nil	Nil	12,846	4,088	2,694	4,784	8,11,250	7,950	2,48,063
3.	Amount of Investment in Joint Venture/ Associates	967.30 million	Nil	Nil	185.10 million	182.00 million	260.00 million	133.45 million	1,041.77 million	137.50 million	446.03 million
4.	Extend of Holding %	The Company holds 27.45% of Equity Share Capital on fully converted and diluted basis	Nil	Nil	The Company holds 25.02% of Equity Share Capital on fully converted and diluted basis	The Company holds 26.00% of Equity Share Capital on fully converted and diluted basis	The Company holds 26.23% of Equity Share Capital on fully converted and diluted basis	The Company holds 26.01% of Equity Share Capital on fully converted and diluted basis	The Company holds 26.01% of Equity Share Capital on fully converted and diluted basis	The Company holds 26.01% of Equity Share Capital on fully converted and diluted basis	The Company holds 25.08% of Equity Share Capital on fully converted and diluted basis
5.	Description of how there is significant influence	Associate Company	NA	NA	Associate Company	Associate Company	Associate Company	Associate Company	Associate Company	Associate Company	Associate Company
6.	Reason why the joint venture / associate is not consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
7.	Net worth attributable to Shareholding as per latest audited Balance Sheet	2,244.34 million	0.07 million	0.07 million	22.77 million	172.65 million	218.08 million	142.90 million	873.82 million	8.08 million	175.32 million
8.	Profit/Loss*	(266.12) million	(1.97) million	(1.97) million	(42.56) million	(18.91) million	(15.63) million	(1.43) million	(188.37) million	(6.90) million	(47.78) million
9.	Considered in Consolidation*	(172.78) million	-	-	(21.62) million	(11.36) million	(19.27) million	(11.91) million	(122.01) million	(11.49) million	(9.54) million
10.	Not Considered in Consolidation	-	0.29 million	-	-	-	-	-	-	-	-

\*The loss of the associate appearing in consolidated statement of profit & loss is ₹ 379.05 million which is after the consolidation adjustment and depreciation on identified intangible assets as per IND AS 28 - Investment in Associates. This represents share in profit/loss of the associate companies for the year ended March 31, 2023.

\*The profit/loss has been taken on basis of audited financial statements of respective associate companies for the financial year ended March 31, 2022.

- Names of associates or joint ventures which are yet to commence operations: Not Applicable
- Names of associates or joint ventures which have been liquidated or sold during the year: Ten Times Online Private Limited

On behalf of the Board  
For IndiaMART InterMESH Limited

Place: Noida  
Date: April 28, 2023

Sd/-  
Brijesh Kumar Agrawal  
(Whole Time Director)  
DIN: 00191760

Sd/-  
Dinesh Chandra Agarwal  
(Managing Director & CEO)  
DIN: 00191800

Sd/-  
Prateek Chandra  
(Chief Financial Officer)

Sd/-  
Manoj Bhargava  
(Company Secretary)  
Membership No.: F5164



## Annexure-2

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

### 1. BRIEF OUTLINE OF THE COMPANY'S CSR POLICY:

Your Company is committed to contribute towards Corporate Social Responsibility ('CSR') which forms an integral part of IndiaMART's activities. The Company's objective is to pro-actively support meaningful socio-economic development.

The Company endeavors to focus its CSR activities in the areas of:

- Education and Employment;
- Women, Children & Senior Citizens;
- Disaster Management;
- Hunger, Poverty, Malnutrition, Sanitation and Health;

The Company has constituted the Corporate Social Responsibility Committee in accordance with the provisions of the Companies Act, 2013 ('the Act') and the Companies (Corporate Social Responsibility Policy) Rules, 2014, ('CSR Rules') as amended from time to time.

In accordance with the provisions of Section 135 of the Act read with the CSR Rules, the Company has formulated the CSR Policy which outlines the Company's philosophy and responsibility and lays down the guidelines and mechanism for undertaking socially impactful programs towards welfare and sustainable development of the community.

The objective of the CSR Policy is to set guiding principles for carrying out CSR activities by the Company and to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company. The same can be accessed on the Company's website at [https://corporate.indiamart.com/wp-content/uploads/2021/05/CSR\\_Policy\\_Indiamart.pdf](https://corporate.indiamart.com/wp-content/uploads/2021/05/CSR_Policy_Indiamart.pdf).

During FY 2023, to ensure sustainability being observed at Board level, the Board of Directors in their meeting held on March 24, 2023 expanded the scope of the Committee and renamed the same as Corporate Social Responsibility & Sustainability Committee ('CSRS Committee').

### 2. COMPOSITION OF THE CSRS COMMITTEE

The CSRS Committee, constituted under Companies Act, 2013, comprised of three (3) directors as on March 31, 2023 as per the details given below:

S. No.	Name of the Director (Designation / Nature of Directorship)	No. of meetings held during the tenure	No. of meetings attended during the tenure
1	Mr. Vivek Narayan Gour (Chairman <sup>^</sup> / Non-Executive, Independent Director)	2	2
2	Mr. Brijesh Kumar Agrawal (Member / Promoter, Executive Director)	2	2
3	Ms. Pallavi Dinodia Gupta* (Member / Non-Executive, Independent Director)	1	1
4	Ms. Elizabeth Lucy Chapman# (Member / Non-Executive, Independent Director)	1	-

<sup>^</sup>Designated as Chairman of the Committee w.e.f. March 24, 2023.

\*Appointed as a member of the Committee w.e.f. October 20, 2022.

# Resigned as a member of the Committee w.e.f. October 07, 2022

### 3. WEblink(S) WHERE COMPOSITION OF CSRS COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

- Composition of CSRS committee: <https://investor.indiamart.com/BoardofDirectors.aspx>
- CSR Policy: [https://corporate.indiamart.com/wp-content/uploads/2021/05/CSR\\_Policy\\_Indiamart.pdf](https://corporate.indiamart.com/wp-content/uploads/2021/05/CSR_Policy_Indiamart.pdf).
- CSR Projects approved by the Board: <https://corporate.indiamart.com/wp-content/uploads/2023/03/CSR-approved-projects-FY-2022-23.pdf>

### 4. DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT):

Not Applicable

### 5. DETAILS OF THE AMOUNT AVAILABLE FOR SET-OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET-OFF FOR THE FINANCIAL YEAR, IF ANY: Nil

- Average net profit of the Company as per section 135(5) : ₹ 2,569.02 million
- 2% of average net profit of the company as per section 135(5) : ₹ 51.38 million
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil
- Amount required to be set off for the financial year, if any : Nil
- Total CSR obligation for the financial year (5b + 5c - 5d) : ₹ 51.38 million

### 7. (A) CSR AMOUNT SPENT OR UNSPENT FOR THE FINANCIAL YEAR 2022-23:

Total Amount Spent for the Financial Year 2022-23 (In ₹ million)	Amount unspent (in ₹)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)	
	Total Amount transferred to Unspent CSR Account as per section 135(6) (₹ In million)	Date of transfer	Name of the Fund	Amount
39.81	12.03	April 19, 2023	-	-

### (B) DETAILS OF CSR AMOUNT SPENT AGAINST ONGOING AND OTHER THAN ONGOING PROJECTS FOR THE FINANCIAL YEAR 2022-23:

#### 1. Educational / Infrastructural Facilities to Underprivileged:

(A) The Company is continuously providing educational support and aid to underprivileged children studying in schools in remote tribal areas of Male Mahadeshwara Hills (MM Hills), Karnataka with the help of Help Educate a Child (HEAC), a registered non-profit trust, being a implementing agency.

The Company has taken these initiatives in the tribal areas of MM Hills which is situated in a remote location about 210 km away from Bengaluru.

The Company has contributed for multiple CSR initiatives to HEAC for implementation in 24 schools & 19 Kindergartens situated in that area.

### Details of the Projects under IndiaMART's CSR initiatives are as follows:

The Company believes in the philosophy of transforming businesses and lives through their constant efforts and actions for empowering societies. With a mission to achieve long-term socio-economic development of the communities, the Company focuses its CSR initiatives on programs that bring sustainable change in education and skill development sector with following three main components:

- Initiatives that provide basic educational support alongwith basic educational infrastructure facilities to schools and colleges like providing books, notebooks, installing desktops, providing desk and benches, recreation of the interior of schools etc.;
- Initiatives that primarily focus on improving the ability of students to read a text or a book in their regional language or to do basic arithmetic i.e. improving the Foundational Learning and Numeracy; and
- Initiatives that primarily helped the upgradation of existing skills of teachers and development of specialized skills of students/unemployed youth.

During FY 2023, the Company has implemented the following CSR initiatives with the help of HEAC:

- Provided notebooks for academic year 2022-23;
- Provided Scholarship to 38 deserving and underprivileged students;
- Organized personal development and training programs for these underprivileged students;
- Installed metal desk and benches;
- Installed desktops, solar equipment, tables and chairs;
- Installed bunk beds in boys and girls hostel;

(B) The Company has undertaken another CSR initiative of providing infrastructural aid to Sadat Inter College, which was established

in 1937 and located in the rural area of Uttar Pradesh. The school is a co-educational institution and consists of grades from 9 to 12.

The said contribution was utilized for repairment/renovation of classrooms and halls that will serve sitting arrangements of students.

## 2. Initiative to support children in Government schools for improvement in the foundational learning and numeracy skills:

(A) With the intent to improve the foundational learning of an underprivileged children studying in Delhi government school, the Company has undertaken this initiative through technology-based solution/through support to parents.

The Company recognizes the importance of parental involvement in education in the overall development of children particularly in foundational learnings. With the help of Saajha, our NGO partner, the Company worked on building a one-stop tech solution for parents for learning of children at home leading to improvement of foundational learnings. Through a mix of call support and WhatsApp based support, Saajha facilitates the parents to use the relevant tools for improvement in the foundational skills of their children.

The data collected through engagement helped in refining the support that could be provided. Accordingly, with this initiative the parents were able to receive customized support through call and WhatsApp chatbot, depending on the challenges faced by them. This eventually leads to improvement in foundational literacy and numeracy of the children.

(B) **Another initiative for improvement of the foundational learning and numeracy skills** of an underprivileged children is undertaken and implemented with the help of Shally Education Foundation, our NGO partner ('Saarthi') on ongoing basis.

The Company identified the need of underprivileged children to provide high-quality education to students, while focusing on consistent daily progress. Under this programme, assessment sheets are developed for assessing their current level of foundational and numeracy skills and improvement in those skills while practicing the same over a period of time. In the said initiative around 2250 Thousand arithmetic sheets and around 1200 English sheets, were designed to enable children to progress from a grade K level to a

grade 5 level by completing just one sheet daily. This program is designed to be self-paced and requires minimal teacher intervention. Its uniqueness lies in personalisation, achieved through a diagnostic test that places each child on the appropriate level of the arithmetic ladder.

Frequent assessments ensure that each child's level is regularly reviewed and updated when required.

3. **Capacity Building of Teachers:** With the help of Khan Academy India, our NGO Partner, the Company took an initiative of getting created a free online certification course for the professional development of teachers in India under the name of 'Khan for Educators' in four regional languages i.e. English, Hindi, Punjabi and Marathi. This programs target upskilling the teachers teaching in government schools. This course will also empower them with advanced pedagogical practices such as mastery-based learning and differentiated learning.

The course consists of instructional videos for teachers on how to use the platform of Khan Academy and leverage the said platform for managing students and tracking their progress. We are quite optimistic that this initiative will have long term positive impact in the Edu-tech industry.

This project will empower the teachers and administrators in managing their learning based on their schedules at their own time and pace. It will also build teacher capacity to deal with the nuances of integrating technology into classroom learning and will help them provide personalized guidance to students.

## 4. Development of Specialized skills for underprivileged children:

(A). **Entrepreneurship Mindset Curriculum:** Entrepreneurship Mindset Curriculum (EMC) is an activity that helps the youth to develop entrepreneurial mindsets, which is critical for the 21<sup>st</sup> century, through real-life entrepreneurial project experience. Udhyan Leaning Foundation ('Udhyan'), our NGO partner, on behalf of the Company, has collaborated with the State Council of Educational Research and Training (SCERT), Government of Delhi for developing EMC Framework. Through Udhyan, the Company also initiated Business Blasters project for underprivileged children studying in the schools of Delhi Government. It is a project which is a practical component of the curriculum for classes XI and XII, where students have been given seed money to come up with an idea and a plan to solve a social problem applying their entrepreneurial mindset in real life.

(B). **Skilling Unemployed Youth Program - SMART (Skills-for-Market Training)** - The Company has partnered with Tech Mahindra Foundation, our NGO Partner, to implement a pilot project of Skill underprivileged unemployed youth under which ITES/BPO, BFSI, CRS and Finance & Accounting courses are initiated.

This project supports the Government of India's larger vision of skill development of youth through developing their market-oriented skills and linking them with potential employment. The projects seek to benefit those who have

completed their secondary education and are unable to go into higher education due to lack of resources.

This project strive to address the gap between the skills available and the industry requirement by providing an end-to-end solution for skill development leading to employability without any financial expenses at their end. Under this initiative, candidates were trained at different centers based out of Hyderabad, Chennai, Mumbai, and Kolkata and placement was provided to them.

### Details of CSR amount spent against ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII in the Act	(4) Local area (Yes / No)	(5) Location of the project State District		(6) Project duration	(7) Amount allocated for the project (₹ In million)	(8) Amount spent in the current financial year (₹ In million)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ In million)	(10) Mode of Implementation - Direct (Yes/No).	(11) Mode of Implementation Through Implementing Agency Name CSR Registration number	
1	Achieve academic excellence in Arithmetic and English	Promoting education	Yes	Uttarakhand	Dehradun	6 months	2.56	1.28	1.28	No	Shally Education Foundation	CSR00001565
2	Employability Program - SMART centers	Promoting education and skill development	Yes	Telangana, Tami Nadu, Maharashtra, Delhi and West Bengal	Hyderabad, Chennai, Mumbai, Delhi and Kolkata	1 Year 1 month	11.00	0.25	10.75	No	Tech Mahindra Foundation	CSR00001814
<b>TOTAL</b>							<b>13.56</b>	<b>1.53</b>	<b>12.03</b>	<b>-</b>	<b>-</b>	<b>-</b>

### Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/ No)	(5) Location of the Project State District		(6) Amount spent for the Project (₹ in million)	(7) Mode of implementation on - Direct (Yes / No)	(8) Mode of implementation - Through implementing agency Name CSR Registration Number	
1.	Tech solution to support parents of children in Government schools	Promoting Education	Yes	Delhi	All districts of Delhi	9.90	No	SAAJHA	CSR00000418
2.	Capacity Building of Teachers	Promoting Education	Yes	Punjab, Maharashtra, Uttar Pradesh		10.00	No	Khan Academy India	CSR00001762
3.	Entrepreneurship Mindset Curriculum	Promoting Education	Yes	Delhi	All districts of Delhi	10.00	No	Udhyan Learning Foundation	CSR00004751
4.	Providing notebooks to school children	Promoting Education	Yes	Karnataka	MM Hills	0.60	No	Help Educate a Child (HEAC)	CSR00003143
5.	Scholarship to Underprivileged	Promoting Education	Yes	Karnataka	MM Hills	0.50	No	Help Educate a Child (HEAC)	CSR00003143
6.	Infrastructure facilities to schools	Promoting Education	Yes	Karnataka	MM Hills	2.28	No	Help Educate a Child (HEAC)	CSR00003143
7.	Training Programs related to personal development and awareness	Promoting Education	Yes	Karnataka	MM Hills	0.09	No	Help Educate a Child (HEAC)	CSR00003143
8.	Installation of Desktops to Underprivileged/ Technology support to underprivileged	Promoting Education	Yes	Karnataka	MM Hills	0.90	No	Help Educate a Child (HEAC)	CSR00003143
9.	Skilling Unemployed Youth Program - SMART (Skills-for-Market Training)	Promoting Education	Yes	Telangana, Maharashtra, West Bengal and Tamil Nadu	Hyderabad, Mumbai, Kolkata and Chennai	3.00	No	Tech Mahindra Foundation	CSR00001814
10.	Infrastructure facilities to Schools	Promoting Education	Yes	Uttar Pradesh	Nanpara	1.00	Yes	-	-
<b>TOTAL</b>						<b>38.27</b>	<b>-</b>	<b>-</b>	<b>-</b>

- (D) AMOUNT SPENT IN ADMINISTRATIVE OVERHEADS : NIL
- (E) AMOUNT SPENT ON IMPACT ASSESSMENT, IF APPLICABLE : Not Applicable
- (F) TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR (a + b + c) : ₹ 39.81 million
- (G) EXCESS AMOUNT FOR SET OFF, IF ANY :

Annexure - 3

Sl. No.	Particulars	Amount in million
i.	2% of average net profit of the Company as per Section 135(5)	₹ 51.38 million
ii.	Total amount spent for the financial year	₹ 39.81 million
iii.	Excess amount spent for the financial year [(ii)-(i)]	NA
iv.	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
v.	Amount available for set-off in succeeding financial years [(iii)-(iv)]	Nil

**8. DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS: NIL**

Sl. No.	Preceding financial year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
-	-	-	-	-	-	-	-
<b>TOTAL</b>		-	-	-	-	-	-

**9. IN CASE OF CREATION OR ACQUISITION OF CAPITAL ASSET, FURNISH THE DETAILS RELATING TO THE ASSET SO CREATED OR ACQUIRED THROUGH CSR SPENT IN THE FINANCIAL YEAR (ASSET-WISE DETAILS):**

- (a) Date of creation or acquisition of the capital asset(s): Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

**10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** The Company has allocated ₹ 13.56 million out of ₹ 51.38 millions, being the two percent of the average net profit as per Section 135 (5), towards two ongoing projects which are scheduled to be concluded in the next financial year out of which ₹ 1.53 million is spent during the current financial year. Therefore, ₹ 12.03 million allocated to ongoing projects could not be spent during the current financial year.

Further, the Company, has transferred such unspent amount of ₹ 12.03 million related to the ongoing project to a special account with name 'IndiaMART InterMESH Limited Unspent Corporate Social Responsibility Account FY 2022-23' and such amount shall be spent in pursuance of its obligation towards the ongoing project within a period of next three financial years from the date of such transfer.

On behalf of the Board  
For **IndiaMART InterMESH Limited**

Place: Noida  
Date: April 28, 2023

Sd/-  
**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN: 00191800

Sd/-  
**Vivek Narayan Gour**  
(Chairman CSRS Committee)  
DIN: 00254383

## REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and forming part of the Boards' Report for the financial year ended March 31, 2023]

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Corporate Governance philosophy of IndiaMART InterMESH Limited ('Company') is based on strong foundations of ethical values, professionalism, focus on fairness and transparency and is driven by the interest of the stakeholders. Our corporate governance framework is guided by our core values - Team Work, Responsible, Integrity and Passion ('TRIP'), which runs in the DNA of our business model.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The Company's philosophy aims at establishing the framework for attaining company's objectives while balancing the interests of all its stakeholders and ensuring that the Company's businesses are being conducted in an accountable and fair manner. In keeping view with its commitment to the principles of good Corporate Governance, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings. The Company continuously endeavours to review, strengthen and upgrade its systems and processes to bring in transparency and efficiency in its various business segments.

As a part of its Corporate Governance measures, the Company aims to maintain transparency in its financial and statutory reporting and keeps all its stakeholders informed about its policies, performance and developments. The Company encourages feedback from its stakeholders by way of a structured online feedback mechanism, dedicated feedback helpline 9696969696 for calls & WhatsApp, investor and earning calls, emails, questions box options, etc. The Company endeavours to provide constructive response and solutions on the feedback received and has designated a Grievance Officer to look into the concerns and offer amicable solution. Importance is given to social media monitoring to address any concerns raised therein and for taking adequate steps to resolve the same at the earliest.

Your Company adheres to the highest level of Governance and always strives to adopt best global practices in Corporate Governance and remains abreast with the continuous developments in the industry's Corporate Governance systems. The entire framework is guided by a strong Board of Directors and executed by a committed team of management and employees.

During FY 2023, the Company has been awarded with the 'Certificate of Recognition' from the Institute of Company Secretaries of India for 'ICSI National Awards for Excellence in Corporate Governance'.

### BOARD OF DIRECTORS

The Board of Directors provide leadership and guidance to the Company's Management while discharging its fiduciary responsibilities, directs as well as reviews business objectives, management strategic plans and monitors the performance of the Company.

The Company firmly believes that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance to bring objectivity and transparency in the management.

In conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and applicable provisions of the Companies Act, 2013 ('Act'), as amended from time to time, your Company has a professional Board with right mix of knowledge, skills, experience and expertise in diverse areas with an optimum combination of Executive and Non-Executive Directors including a Woman Director and requisite number of Independent Director's, although there is no designated Chairman of the Board.

As on March 31, 2023, the Company's Board is comprised of six (6) Directors, of which two (2) are Executive Directors, one (1) is a Non-Executive Director and three (3) are Independent Non-Executive Directors including one (1) Woman Director.

The Board Composition and categories of Directors, their number and details of Directorships, Committee Membership(s)/ Chairmanship(s) as on March 31, 2023, attendance of each Director at the Board Meetings of the Company held during FY 2023 and at the last Annual General Meeting ('AGM') of the Company along with equity shareholding of each Director in the Company as on March 31, 2023 is given below:

S. No.	Name of Director	Age	DIN	Designation & Category	Attendance at Meetings		Other Directorship		Committee Positions**		No. of Equity Shares held	
					No. of Board Meetings	Last AGM Attended	Number of Directorship*	Name of other listed entity and Category of Directorship	Memberships	Chairmanships		
					Held during tenure	Attended						
1.	Mr. Dinesh Chandra Agarwal*	54	00191800	Managing Director & CEO - Promoter & Executive Director	5	5	Yes	1	-	0	0	85,90,559
2.	Mr. Brijesh Kumar Agrawal*	46	00191760	Whole-time Director - Promoter & Executive Director	5	5	Yes	3	-	1	0	58,21,329
3.	Mr. Dhruv Prakash	71	05124958	Non-Independent Non-Executive Director	5	5	Yes	2	-	4	1	13,760
4.	Mr. Vivek Narayan Gour	60	00254383	Independent Non-Executive Director	5	4	Yes	3	Cyient Limited – Independent Director Affle (India) Limited – Independent Director	4	4	4,700
6.	Mr. Rajesh Sawhney	57	01519511	Independent Non-Executive Director	5	5	Yes	2	-	3	1	5,000
7.	Ms. Pallavi Dinodia Gupta^	42	06566637	Independent Non-Executive Director	3	3	NA	3	Jagson Pal Pharmaceuticals Limited – Independent Director Voith Paper Fabrics India Limited – Independent Director	4	1	129

#### NOTES:

\* Excluding private companies, foreign companies and Section 8 companies as per the Act but including directorships in IndiaMART InterMESH Limited.

\*\* Includes only Audit Committee & Stakeholders' Relationship Committee of Indian Public Companies, including Committees of IndiaMART InterMESH Limited as per Regulation 26 of the Listing Regulations.

\* Mr. Dinesh Chandra Agarwal and Mr. Brijesh Kumar Agrawal are relatives to each other. Apart from this, none of the Directors are related to each other.

^Appointed as an Independent Director of the Company w.e.f. October 20, 2022.

Ms. Elizabeth Lucy Chapman, Independent Director had resigned as an Independent Director of the Company w.e.f. October 07, 2022, while her attendance in the Board meetings during her tenure was 100%.

The attendance of the Directors who attended the Board Meetings during their tenure during FY 2023 was 97%.

As mandated under Regulation 26 of the Listing Regulations and based on the disclosures/intimations received from the Directors periodically, none of the Directors of the Company hold Chairmanships/Memberships more than the prescribed limits.

#### BOARD MEETINGS

The Board meets atleast four (4) times a year to discuss and review the Company's performance, its quarterly audited financial results along with the other agenda matters and meet more often if Company needs merit additional oversight and guidance. However, in case of business exigencies or urgency, meetings are convened at a shorter notice with appropriate approvals or certain resolutions are passed by circulation, as permitted by law, which are noted in the subsequent meeting.

The Board and its Committees have complete access to all relevant and timely information required for taking informed decisions at the Board/Committee meetings. The Board/Committee members are provided with well-structured notes to agenda along with the available annexures, as applicable atleast seven (07) days before the meetings except for the meetings called at a shorter notice to enable the Directors to take an informed decision or certain annexures are either circulated before the meeting or placed before the meeting upon being available. In exceptional circumstances, additional or supplementary item(s) are taken up with permission of the Chairman of the respective meeting and the consent of the majority of Board/Committee members present at the meeting. With a view to leverage technology and with the perspective of environmental preservation, notice, notes to agenda/presentations and minutes are circulated in electronic form. Draft minutes of the Board and Committee meetings are

circulated to the Directors of the Company for their comments and thereafter, noted by the Board/Committees at the next meeting, if any. The necessary quorum was present for all the Board and Committee meetings held during FY 2023.

During FY 2023, five (5) Board Meetings were held on April 28, 2022, July 21, 2022, October 20, 2022, January 19, 2023 and March 24, 2023 and the maximum gap between the two (2) Board meetings did not exceed the statutory timeline of one hundred and twenty (120) days.

The following are the skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

S. No.	Skills / Expertise / Competence	Name of the Directors
1.	Expertise and knowledge in the field of information technology, telecom, database and digitalisation and business environment	a) Mr. Dinesh Chandra Agarwal b) Mr. Brijesh Kumar Agrawal c) Mr. Vivek Narayan Gour d) Mr. Rajesh Sawhney e) Mr. Dhruv Prakash f) Ms. Elizabeth Lucy Chapman*
2.	Expertise and knowledge in the field of finance, taxation, compliance and corporate governance	a) Mr. Dinesh Chandra Agarwal b) Mr. Brijesh Kumar Agrawal c) Mr. Vivek Narayan Gour d) Mr. Rajesh Sawhney e) Mr. Dhruv Prakash f) Ms. Pallavi Dinodia Gupta* g) Ms. Elizabeth Lucy Chapman*
3.	Knowledge of interpersonal skills and human resource management	a) Mr. Dinesh Chandra Agarwal b) Mr. Brijesh Kumar Agrawal c) Mr. Vivek Narayan Gour d) Mr. Rajesh Sawhney e) Mr. Dhruv Prakash f) Ms. Pallavi Dinodia Gupta* g) Ms. Elizabeth Lucy Chapman*
4.	Knowledge of sales, marketing, corporate strategy and planning	a) Mr. Dinesh Chandra Agarwal b) Mr. Brijesh Kumar Agrawal c) Mr. Vivek Narayan Gour d) Mr. Rajesh Sawhney e) Mr. Dhruv Prakash f) Ms. Pallavi Dinodia Gupta* g) Ms. Elizabeth Lucy Chapman*

\*Appointed as an Independent Director w.e.f. October 20, 2022.

\*Resigned as an Independent Director w.e.f. October 07, 2022.

The profiles of the Directors of the Company can be accessed on the Company's website at <https://investor.indiamart.com/BoardofDirectors.aspx>.

#### Core Skills, Expertise and Competencies of the Board of Directors

The Board comprises qualified members who bring in the required skills, expertise and competencies from variety of sectors that allows them to make effective contribution to the Board and its Committees. Besides having financial literacy, vast experience, leadership qualities and the ability to think strategically, the Directors are committed to ensure highest standards of corporate governance.

### Independent Directors

All Independent Directors of the Company are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interests of stakeholders and the Company. They have been appointed in compliance with the requirements of the Act and Listing Regulations. The Company has issued a letter of appointment to all the Independent Directors and terms of engagement thereof have been disclosed on the website of the Company at <https://investor.indiamart.com/CorporateGovernance.aspx>. Ms. Pallavi Dinodia Gupta is appointed as the Lead Independent Director of the Company w.e.f March 24, 2023.

At the time of appointment and thereafter at beginning of each financial year, the Independent Directors submit a self-declaration confirming their independence and compliance with eligibility criteria mentioned under the Act and Listing Regulations including registration of their names as an Independent Director in the data bank maintained with the Indian Institute of Corporate Affairs.

Based on the disclosures received from all the Independent Directors, the Board is of the opinion that all the Independent Directors of the Company fulfil the conditions as specified in the Act and Listing Regulations and are thereby independent of the management of the Company. No Independent Director serves as an Independent Director in more than 7 (seven) listed companies.

The Company has obtained the Certificate from M/s Chandrasekaran Associates, Company Secretaries that none of the Directors on the Board of the Company has been debarred or disqualified for being appointed or continuing as directors of the Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate is attached as **Annexure - 10** forming an integral part of this Report.

During FY 2023, Ms. Elizabeth Lucy Chapman (DIN: 06459440) tendered her resignation as an Independent Director of the Company with effect from October 07, 2022 due to her preoccupations and personal commitments. She also confirmed that there are no material reasons for her resignation other than those provided in her resignation letter. The intimation furnished to stock exchanges can be accessed at <https://investor.indiamart.com/CorporateAnnouncements.aspx>.

### Familiarisation Programme for Independent Directors

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25 of the Listing Regulations, the Company has put in place a system to familiarise the Independent Directors regarding their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, Company's Strategy, business model and performance updates of the Company, etc.

As a part of the ongoing familiarisation process, Independent Directors were apprised during and/or after quarterly Board Meetings, by the Managing Director and Chief Executive Officer and/or Whole-time Director about the operations of the Company, market scenario, governance, internal control processes and other relevant matters including strategy, important developments and new initiatives undertaken by the Company.

Further, the Senior Management Personnel made presentations on relevant topics including business, markets, controls, changes in the regulatory framework and business environment having an impact on the Company. The Directors also generally meet for reviewing the business of the Company prior to the official Board Meetings.

The details of familiarisation programme for Independent Directors have been disclosed on the website of the Company at <https://investor.indiamart.com/CorporateGovernance.aspx>.

### COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations. The Committee operate as empowered agents of the Board as per their terms of reference that set forth their purpose, goals and responsibilities. Accordingly, the Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Further, the Company Secretary of the Company acts as the Secretary to all the Committees. These Committees meet as often as required or as statutorily required. The Board Committees and its Composition has been disclosed on the website of the Company and can be accessed at <https://investor.indiamart.com/BoardofDirectors.aspx>.

During FY 2023, all the recommendations of/submissions by the Committees, were accepted by the Board.

#### 1. Audit Committee

The Company has a duly constituted Audit Committee, in accordance with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act. The terms of reference of the Audit Committee includes the matters specified under Regulation 18 and Part C of Schedule II of the Listing Regulations and Section 177 of the Act, as amended from time to time, and other matters referred by the Board. The Audit Committee primarily constitutes a formal and transparent arrangement for accurate financial reporting and strong internal controls. The Audit Committee through regular interaction with the external and internal auditors and review of various financial statements ensures that the interests of stakeholders are protected.

All the members of the Audit Committee are financially literate and have accounting or financial management expertise.

#### a) Terms of Reference:

The Board of Director's in their meeting held on April 28, 2022 modified the terms of reference of the Audit Committee to align the same with the Listing Regulations, as amended. The terms of reference of the Audit Committee, *inter alia*, include the following:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. Shall review the report on Compliances with Code of Conduct on quarterly basis;
22. Shall review compliance with the Institutional Mechanism for Prevention of Insider Trading as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;
23. Reviewing the utilisation of loans and/or advances from / investments by the Company in its subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of the provisions.

The Audit Committee shall also mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

#### b) Composition, Meetings and Attendance

The Audit Committee meets at least four (4) times in a year within a gap of One Hundred and Twenty days (120) between two (2) consecutive meetings. During FY 2023, the Audit Committee met four (4) times i.e., on April 27, 2022, July 20, 2022, October 19, 2022 and January 18, 2023.

During FY 2023, the Audit Committee was reconstituted w.e.f October 20, 2022. The Composition of the Audit Committee along with number of meetings and attendance details are as follows:

S. No	Name of the Committee Member	Designation	Category	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. Vivek Narayan Gour	Chairman	Non-Executive Independent Director	4	3
2.	Mr. Dhruv Prakash	Member	Non-Executive Director	4	4
3.	Mr. Rajesh Sawhney	Member	Non-Executive Independent Director	4	4
4.	Ms. Elizabeth Lucy Chapman <sup>#</sup>	Member	Non-Executive Independent Director	2	2
5.	Ms. Pallavi Dinodia Gupta <sup>*</sup>	Member	Non-Executive Independent Director	1	1

<sup>#</sup> Resigned as a member of the Committee w.e.f. October 07, 2022.

<sup>\*</sup> Appointed as a member of the Committee w.e.f. October 20, 2022.

As per Section 177 of the Act, Regulation 18(1) of the Listing Regulations and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, Mr. Vivek Narayan Gour, the Chairman of the Audit Committee was present at the last Annual General Meeting ('AGM') of the Company held on September 20, 2022, to answer shareholder's queries.

#### 2. Nomination and Remuneration Committee

The Company has a duly constituted Nomination & Remuneration Committee ('NRC Committee'), in accordance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. The terms of reference of NRC Committee includes the matters specified under Section 178 of the Act and Regulation 19 and Part D of Schedule II of the Listing Regulations, as amended from time to time and other matters referred by the Board. The primary role of the NRC Committee includes the formulation of the criteria for appointment/removal of Directors, Key Managerial Personnel and Senior Management including determining qualifications, positive attributes and independence of a Director, formulation of criteria for evaluation of performance of Directors, devising a policy on diversity of board, administration of Employees Stock Option Schemes of the Company, etc.

##### a) Terms of Reference:

The Board of Director's in their meeting held on April 28, 2022 modified the terms of reference of NRC Committee to align the same with the Listing Regulations, as amended. The terms of reference of the NRC Committee, *inter alia*, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the

role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates

3. Specify the manner for effective evaluation of performance of Board, its committees and individual

directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

4. Devising a Policy on diversity of Board of Directors;
5. Directors and persons who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
7. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

#### b) Composition, Meetings and Attendance

The NRC Committee meets as frequently as circumstances necessitate with at least one meeting in a year. During FY 2023, the NRC Committee met three (3) times i.e., on April 27, 2022, July 20, 2022 and October 19, 2022.

During FY 2023, the NRC Committee was reconstituted w.e.f October 13, 2022 and March 24, 2023. The Composition of the NRC Committee along with number of meetings and attendance details are as follows:

S. No	Name of the Committee Member	Designation	Category	No. of meetings held during the tenure	No. of meetings attended
1.	Ms. Elizabeth Lucy Chapman <sup>#</sup>	Chairperson	Non-Executive Independent Director	2	2
2.	Mr. Vivek Narayan Gour <sup>*</sup>	Chairman	Non-Executive Independent Director	1	1
3.	Mr. Rajesh Sawhney	Member	Non-Executive Independent Director	3	3
4.	Mr. Dhruv Prakash	Member	Non-Executive Director	3	3
5.	Ms. Pallavi Dinodia Gupta <sup>^</sup>	Member	Non-Executive Independent Director	-	-

<sup>#</sup> Resigned as a Chairperson and member of the Committee w.e.f. October 07, 2022.

<sup>\*</sup> Appointed as a Chairman and member of the Committee w.e.f. October 13, 2022.

<sup>^</sup> Appointed as a member of the Committee w.e.f. March 24, 2023.

As per Regulation 19(3) of the Listing Regulations, Section 178(7) of the Act and the applicable Secretarial Standards, Ms. Elizabeth Lucy Chapman who was Chairperson of NRC Committee was present at the last AGM of the Company held on September 20, 2022, to answer shareholder queries.

#### c) Evaluation of the Board's Performance

Pursuant to the provisions of the Act, the Listing Regulations and Performance Evaluation Policy of the Company, the annual performance evaluation of the Board, its Committees and of each director was carried out. A structured questionnaire was circulated to the Directors for each of the evaluation.

The Performance of the Board was evaluated by the Independent directors on the parameters such as its roles, responsibilities, identifying material risks, availability of quality information in timely manner, development of governance structure etc.

The Board Committees were evaluated by the respective Committee members on the parameters such as its' roles, responsibilities, appropriateness of Committee composition, effectiveness of communication by the Committee, meaningful participation etc.

Directors were also evaluated individually by all the other Directors excluding director being evaluated on the parameters such as his/her preparedness and participations at the Meetings, safeguarding confidential information, contribution towards company's growth, application of professional skills and experience for decision making, strategic planning etc. Independent Directors were additionally evaluated for their

performance and fulfilment of criteria of independence and their independence from the Management. The performance of non-independent directors were also evaluated by the Independent Directors.

In accordance with Section 149(8) read with Schedule IV of the Act and Regulation 25 of Listing Regulations, a separate meeting of the Independent Directors was held on April 27, 2022 and April 13, 2023, without the attendance of Non-Independent Directors and members of the management of the Company. The Independent Directors, inter-alia, evaluated the performance of the Non-Independent Directors, various committees of the Board and the Board as a whole for the FY 2022 & FY 2023 respectively. The Independent Directors also review the quality, content, and timeliness of the flow of information from the management to the Board and its committees which is necessary to perform reasonably and discharge their duties. All the Independent Directors of the Company associated with Company on that date were present in the said meeting.

Both Nomination and Remuneration Committee and the Board were satisfied with the evaluation process, which reflected the overall engagement of the Board and its Committees with the Company. The Directors expressed their satisfaction with the entire evaluation process.

### 3. Stakeholders' Relationship Committee

The Company has a duly constituted Stakeholders' Relationship Committee ('SRC Committee'), in accordance with the requirements of Section 178 of the Act and

#### b) Composition, Meetings and Attendance:

The SRC Committee meets as frequently as circumstances necessitate with at least one meeting in a financial year. During FY 2023, the SRC Committee met four (4) times i.e., on April 27, 2022, July 19, 2022, October 19, 2022 and January 18, 2023. The Composition of the SRC Committee along with number of meetings and attendance details are as follows:

S. No	Name of the Committee Member	Designation	Category	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. Vivek Narayan Gour	Chairman	Non-Executive Independent Director	4	4
2.	Mr. Brijesh Kumar Agrawal	Member	Executive Whole-time Director	4	4
3.	Mr. Dhruv Prakash	Member	Non-Executive Director	4	4

As per Section 178(7) of the Act read with Regulation 20 of the Listing Regulations and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, Mr. Vivek Narayan Gour, the Chairman of the SRC Committee was present at the last AGM of the Company held on September 20, 2022, to answer shareholder queries.

#### c) Compliance Officer

Mr. Manoj Bhargava, Group General Counsel and Company Secretary, has been designated as the Compliance Officer of the Company, as defined in the Listing Regulations.

#### d) Investor Grievance Redressal

The details of investor complaint(s) received and resolved during FY 2023 are as follows:

Number of Complaints received	Number of Complaints resolved	Number of Complaints Pending as on March 31, 2023
48	47	01

Regulation 20 of the Listing Regulations. The terms of reference of the SRC Committee includes the matters specified under Section 178 of the Act and Regulation 20 and Part D of Schedule II of the Listing Regulations, as amended from time to time, and other matters referred by the Board. The SRC Committee oversees various aspects of interest of security holders such as redressal of investor grievances, review of adherence to the service standards adopted for shareholder services, measures taken for reducing the quantum of unclaimed dividends etc.

#### a) Terms of Reference:

The terms of reference of the SRC Committee, *inter alia*, include the following:

- Resolving the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company.

### 4. Corporate Social Responsibility & Sustainability Committee

The Company has a duly constituted Corporate Social Responsibility & Sustainability Committee ('CSRS Committee') and its terms of reference, in accordance with the requirements of Section 135 of the Act and rules framed thereunder, as amended from time to time.

The Company thrives on empowering businesses and an integral part of the business strategy is to have an exemplary impact on people & communities, whilst contributing to a sustainable future for the business & everyone connected to it. To ensure sustainability being observed at Board level, the Board of Directors in their meeting held on March 24, 2023 expanded the scope of the Committee and renamed the same as 'Corporate Social Responsibility & Sustainability Committee' ('CSRS Committee') for the purpose of inclusion of sustainability in its scope and accordingly modified the terms and reference of the Committee with immediate effect.

The CSRS Committee review and oversees the Sustainability and Corporate Social Responsibility initiatives of the Company and all other matters specified under the Act or any other role as may be prescribed by the law or by the Board of Directors from time to time.

During FY 2023, the Company has been awarded with the 'Certificate of Recognition' from the Institute of Company Secretaries of India for 'ICSI CSR Excellence Awards'.

#### b) Composition, Meetings and Attendance

During FY 2023, the CSRS Committee met two (2) times i.e., on April 27, 2022 and March 15, 2023. During FY 2023, the CSRS Committee was reconstituted w.e.f October 20, 2022.

The Composition of the CSRS Committee along with number of meetings and attendance details are as follows:

S. No	Name of the Committee Member	Designation	Category	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. Vivek Narayan Gour	Chairman <sup>^</sup>	Non-Executive Independent Director	2	2
2.	Mr. Brijesh Kumar Agrawal	Member	Executive Whole-time Director	2	2
3.	Ms. Elizabeth Lucy Chapman <sup>#</sup>	Member	Non-Executive Independent Director	1	-
4.	Ms. Pallavi Dinodia Gupta <sup>*</sup>	Member	Non-Executive Independent Director	1	1

<sup>^</sup>Designated as Chairman of the Committee w.e.f. March 24, 2023.

<sup>#</sup>Resigned as a member of the Committee w.e.f. October 07, 2022.

<sup>\*</sup>Appointed as a member of the Committee w.e.f. October 20, 2022.

### 5. Investment and Finance Committee

The Company has constituted Investment and Finance Committee to explore options for strategic investments or acquisitions and giving/providing loans/investments/guarantee to its existing wholly owned subsidiaries etc and all other matters as may be referred by the Board from time to time.

#### a) Terms of Reference:

The terms of reference of the CSRS Committee, *inter alia*, include the following:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken and its implementation by the Company as per Schedule VII of the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the activities referred to in the CSR Policy of the Company;
- Formulation and recommend to the Board, Annual Action Plan in line with CSR Policy;
- Ensuring compliance of CSR Policy & Rules;
- Monitor the CSR Policy of the Company from time to time;
- To review, monitor and provide strategic direction to the Company's CSR and sustainability practices towards fulfilling its overall objectives;
- To guide the Company in designing models & techniques to foster sustainable business operations; and
- Such other functions as may be delegated and/or assigned to it by the Board or on account of changes in statutory provisions, from time to time.

#### a) Terms of Reference:

The terms of reference of the Investment and Finance Committee, *inter alia*, include the following:

- To review and approve potential investment in equity shares, preference shares, debentures, warrants or in any other securities whether debt based or otherwise;

2. To review and approve the payment of loans / debts, give any Guarantees including Corporate Guarantees or extension of any other financial assistance to any corporate or non-corporate entity;
3. To review and approve any joint venture, merger, acquisition, demerger or any other similar corporate arrangement or collaboration with any other body corporate; and
4. To perform any other duty as directed by the Board from time to time.

#### b) Composition, Meetings and Attendance

During FY 2023, the Investment and Finance Committee met five (5) times, i.e., on April 15, 2022, June 24, 2022\*, June 27, 2022, October 15, 2022 and February 10, 2023. The Composition of the Investment and Finance Committee along with number of meetings and attendance details are as follows:

S. No	Name of the Committee Member	Designation	Category	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. Rajesh Sawhney	Chairman^	Non-Executive Independent Director	5	4
2.	Mr. Brijesh Kumar Agrawal	Member	Executive Whole-time Director	5	5
3.	Mr. Vivek Narayan Gour	Member	Non-Executive Independent Director	5	4

^Designated as Chairman of the Committee w.e.f. March 24, 2023.

\* The Committee meeting held on June 24, 2022 was adjourned due to want of quorum of the members of the Committee.

#### 6. Share Allotment Committee

The Company has constituted Share Allotment Committee to perform all the compliances related to allotment of shares by the Company.

#### a) Composition, Meetings and Attendance

During FY 2023, the Share Allotment Committee met one (1) time i.e., on April 21, 2022. The Composition of the Share Allotment Committee along with number of meetings and attendance details are as follows:

S. No	Name of the Committee Member	Designation	Category	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. Dhruv Prakash	Chairman^	Non-Executive Director	1	1
2.	Mr. Dinesh Chandra Agarwal	Member	Executive, Managing Director & CEO	1	1
3.	Mr. Brijesh Kumar Agrawal	Member	Executive, Whole-time Director	1	1

^Designated as Chairman of the Committee w.e.f. March 24, 2023.

#### 7. Risk Management Committee

The Company has a duly constituted Risk Management Committee, in accordance with the requirements of Regulation 21 of the Listing Regulations. The terms of reference of the Risk Management Committee includes the matters specified under Regulation 21 and Part D of Schedule II of the Listing Regulations, as amended from time to time, and other matters referred by the Board. The primary role of the Risk Management Committee includes identifying the risks impacting the Company's business and formulate the strategies aimed at risk minimisation and risk mitigation as a part of risk management.

#### a) Terms of Reference:

The Board of Directors in their meeting held on April 28, 2022 modified the terms of reference of Risk Management

Committee to align the same with the Listing Regulations, as amended. The terms of reference of the Risk Management Committee, *inter alia*, include the following:

1. To formulate a detailed risk management policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c. Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

#### b) Composition, Meetings and Attendance

The Risk Management Committee meets atleast two (2) times in a year. During FY 2023, the Risk Management Committee met two (2) times i.e., on September 20, 2022 and March 15, 2023. The Committee was also reconstituted w.e.f October 20, 2022.

The Composition of the Risk Management Committee along with number of meetings and attendance details are as follows:

S. No	Name of the Committee Member	Designation	Category	No. of meetings held during the tenure	No. of meetings attended
1.	Ms. Pallavi Dinodia Gupta*	Chairperson	Non-Executive Independent Director	1	1
2.	Mr. Vivek Narayan Gour	Member	Non-Executive Independent Director	2	2
3.	Mr. Rajesh Sawhney	Member	Non- Executive Independent Director	2	2
4.	Mr. Dhruv Prakash	Member	Non-Executive Director	2	2
5.	Ms. Elizabeth Lucy Chapman#	Member	Non-Executive Independent Director	1	1

\*Appointed as a member of the Committee w.e.f. October 20, 2022 and designated as a Chairperson of the Committee w.e.f. March 24, 2023.

# Resigned as a member of the Committee w.e.f. October 07, 2022.

#### 8. Buyback Committee

The Board of Director's in their meeting held on April 28, 2022 constituted the Buyback Committee to finalise the terms of Buyback including the schedule of activities including the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback and to do all such acts, deeds, matters and things incidental and in connection with the Buyback of the equity shares of the Company. Subsequent to the completion of the Buyback, the Committee was dissolved on July 21, 2022 by the Board of Directors.

#### a) Terms of Reference:

The terms of reference of the Buyback Committee, *inter alia*, include the following:

1. finalising the terms of Buyback including the schedule of activities including the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback;
2. negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;

5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

3. earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
4. opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorising persons to operate such accounts;
5. appointing and finalising the terms of designated stock exchange, depository participants, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
6. making all applications to appropriate authorities for their requisite approvals, including approvals as may be required from RBI under Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, if any;



7. to seek all regulatory approvals and exemptions, if any, including from SEBI and any other regulatory authorities for implementing the Buyback;
8. preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
9. extinguishment of dematerialised Equity Share and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/or Board, as required under applicable law;
10. decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
11. providing such confirmations and opinions as may be required in relation to the Buyback;
12. creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
13. to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any further amendments thereof;
14. to authorise officials of the Company to sign the documents as may be necessary with regard to the Buyback wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
15. to settle and resolve any queries and difficulties by SEBI, Stock Exchanges, ROC or any other authorities whatsoever in connection to any matters incidental to and ancillary to the Buyback;
16. carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
17. obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required;
18. to verify offer/acceptances received and finalize the basis of acceptance;
19. giving any information, explanation, declarations and confirmation in relation to the public announcement, draft letter of offer, letter of offer as may be required by the relevant authorities;
20. To appoint any service provider, agency or any professional firm or any other agency/firms whose services are required for any activity directly or indirectly connected with the aforesaid proposed Buyback and to approve their terms of engagement including but not limited to fee payable;
21. to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient; and
22. delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

#### b) Composition, Meetings and Attendance

During FY 2023, the Buyback Committee met two (2) times, i.e., on May 20, 2022 and June 21, 2022. The Composition of the Buyback Committee along with number of meetings and attendance details are as follows:

S. No.	Name of the Committee Member	Designation	Category	No. of meetings held during the tenure	No. of meetings attended
1.	Mr. Dinesh Chandra Agarwal	Member	Executive, Managing Director & CEO	2	2
2.	Mr. Brijesh Kumar Agrawal	Member	Executive, Whole-time Director	2	2
3.	Mr. Dhruv Prakash	Member	Non-Executive Director	2	2
4.	Mr. Vivek Narayan Gour	Member	Non-Executive Independent Director	2	2

Note: The Company doesn't have a regular Chairperson for Buyback Committee. However, the Committee members in their meeting unanimously elected the Chairperson of the Meeting.

#### 9. Committee of Independent Directors

The Board of Director's in their meeting held on March 24, 2023 constituted the Committee of Independent Directors to empower the Independent Directors and ensure synchronized contribution in decision making process.

##### a) Terms of Reference:

The terms of reference of the Committee of Independent Directors, *inter alia*, include the following:

1. To evaluate the performance of the Non-Independent Directors, various committees of the Board and Board as a whole;
2. To assess the quality, quantity and timeliness of the flow of information from the management to the Board and its committees which is necessary to perform reasonably and discharge their duties; and
3. To undertake any other requirement as may be contemplated under any statute.

##### b) Composition, Meetings and Attendance

During FY 2023, there was no meeting of Independent Directors Committee held. However, the composition of the Committee is mentioned hereunder:

S. No	Name of the Committee Member	Designation	Category
1.	Ms. Pallavi Dinodia Gupta	Chairperson & Lead Independent Director	Non-Executive, Independent Director
2.	Mr. Rajesh Sawhney	Member	Non-Executive, Independent Director
3.	Mr. Vivek Narayan Gour	Member	Non-Executive, Independent Director

#### REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

The Company has a well-defined Nomination and Remuneration Policy for Directors, Key Managerial Personnel ('KMP') and other Employees of the Company as formulated by Nomination and Remuneration Committee, pursuant to the provisions of Section 178 of the Act and Para A of Part D of Schedule II of the Listing Regulations. This Policy aims to ensure that the persons appointed as Directors, KMP, Senior Management Personnel possess requisite qualifications, experience, expertise and attributes commensurate to their positions and level and that the composition of remuneration to such persons is fair and reasonable and sufficient to attract, retain and motivate the personnel to manage the Company successfully. The Policy contains, *inter alia*, provisions pertaining to qualification, attributes and process of their appointment and removal as well as components of remuneration. Further, the Board modified the Policy with effect from July 21, 2022 to align the same with the amendments in Listing Regulations. The Policy is disclosed on the website of the Company at <https://investor.indiamart.com/CorporateGovernance.aspx>.

##### a) Pecuniary Relationship of Non-Executive Directors:

Non-Executive Directors of the Company, other than Mr. Dhruv Prakash, has no pecuniary relationship or transaction with the Company, except for the payment of sitting fees paid to them for attending meetings of the Board and its Committees.

##### Details of Pecuniary Relationship of Mr. Dhruv Prakash, Non-Executive Director:

The Company has entered into a Service Agreement with Mr. Dhruv Prakash, for availing professional services including but not limited to a) Executive Coaching;

- b) Assessment and Development of Senior Management;
- c) Advice on Business Strategy and Management.

Subsequent to the listing of the Company, on July 04, 2019, the members of the Company, at their Annual General Meeting held on September 25, 2019, approved the payment of professional fees to Mr. Dhruv Prakash, from the Financial Year 2019-20 onwards, on such terms and conditions as may be determined by the Board (including any Committee thereof), from time to time, in terms of the Regulation 17(6) of the Listing Regulations.

Further, the Audit Committee and the Board of Director's in its meetings held on October 19, 2022 and October 20, 2022 respectively, approved the further renewal of the Service Agreement of Mr. Dhruv Prakash for another tenure of three (3) years.

##### b) Criteria of making Payment to Non-Executive Directors:

As per Nomination and Remuneration Policy of the Company, remuneration to Non-Executive Directors and Independent Directors is payable as per the following criteria:

1. **Remuneration/Commission:** The Remuneration/Commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.
2. **Sitting Fees:** The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board and its Committee(s) thereof. Provided that the amount of such fees shall not exceed Rupees One Lakh per meeting of the Board or Committee.

**3. Commission:** Commission may be paid within the monetary limit approved by the members of the Company, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

The above criteria of making payment to Non-Executive Directors is also detailed in Nomination and Remuneration Policy of the Company which can be accessed at: <https://investor.indiamart.com>.

**4. Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

**Details of Remuneration:** The details of remuneration paid to Executive and Non-Executive Directors, during FY 2023 are as follows:

Name of the Director	Fixed Component/ Salary (₹)	Benefits (₹)	Sitting Fees (₹)	Performance Linked Incentive/ Commission (₹)	Others (₹)	Total (₹)
Mr. Dinesh Chandra Agarwal <sup>@</sup>	38,010,240	-	-	20,921,038	-	58,931,278
Mr. Brijesh Kumar Agrawal <sup>@@</sup>	27,556,920	-	-	15,281,444	-	42,838,364
Mr. Dhruv Prakash	-	-	1,360,000	-	2,250,000 <sup>^</sup>	3,610,000
Mr. Rajesh Sawhney	-	-	1,335,000	-	-	1,335,000
Ms. Elizabeth Lucy Chapman <sup>#</sup>	-	-	625,000	-	-	625,000
Mr. Vivek Narayan Gour	-	-	1,085,000	-	-	1,085,000
Ms. Pallavi Dinodia Gupta <sup>*</sup>	-	-	450,000	-	-	450,000

<sup>@</sup> The total remuneration excludes value of ₹ 15,716,074 towards the Performance Linked Variable Compensation ('PLVC') received for three quarters of FY 2023 subject to the approval of the Board of Directors in their meeting held for the year ended FY 2023.

<sup>@@</sup> The total remuneration excludes value of ₹ 12,306,288 towards the PLVC received for three quarters of FY 2023 subject to the approval of the Board of Directors in their meeting held for the year ended FY 2023.

<sup>#</sup> Resigned as an Independent Director of the Company w.e.f. October 07, 2022.

<sup>\*</sup> Appointed as an Independent Director of the Company w.e.f. October 20, 2022.

<sup>^</sup> Professional fee paid for professional services of management consultancy and leadership development during FY 2023

Performance Linked Incentive is a part of the overall compensation structure of Executive Directors which is paid to them, based on their performance measured by their Balance Score Card for the previous financial year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Further, none of the Directors have taken any loans and/or received advances from the Company during the financial year under consideration.

**Service Contracts, Notice Period, Severance Fees:**

The tenure of Executive/Independent Directors of the Company is five (5)/three (3) years as approved by the shareholders of the Company. Mr. Brijesh Kumar Agrawal and Mr. Dhruv Prakash are the Directors who are liable to retire by rotation. Notice period shall be as per the terms of appointment of Director, while there are no service contracts or separate provision for payment of severance fees.

During FY 2023, the Company has not provided any other benefits such as bonus and pension neither granted any Employee Stock Options / Stock Appreciation Rights to any of its Directors. The Non- Executive Directors do not hold instruments convertible into equity shares of the Company.

**GENERAL BODY MEETINGS**

The General Body Meeting(s) of the Company were held in accordance with the requirements of the Act and the Listing Regulations. The details of last three (3) Annual General Meetings (AGMs) is mentioned below:

Financial Year	Date & Time	Venue	Items approved by Special Resolution
2021-2022	September 20, 2022 11:00 A.M. (IST)	Deemed Venue: 1 <sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002 (Meeting held through VC/OAVM facility)	1. To consider and approve increase in the pool of Equity Shares and consequent amendment in Indiamart Employee Stock Benefit Scheme 2018
2020-2021	August 31, 2021 11:00 A.M. (IST)	Deemed Venue: 1 <sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002 (Meeting held through VC/OAVM facility)	None
2019-2020	August 31, 2020 4:00 PM (IST)	Deemed Venue: 1 <sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002 (Meeting held through VC/OAVM facility)	1. Re-appointment of Mr. Rajesh Sawhney (DIN: 01519511) as an Independent Director for a second Term 2. Re-appointment of Ms. Elizabeth Lucy Chapman (DIN: 06459440) as an Independent Director for a second term 3. Alteration of Articles of Association of the Company

**Extra-ordinary General Meeting**

During FY 2023, no Extraordinary General Meeting of the members of the Company was convened.

**Postal Ballot:**

During FY 2023, pursuant to Regulation 44 of Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with Rules made thereunder, members of the Company approved the special resolutions by way of postal ballot.

The details of the said Postal Ballot are mentioned below:

**Date of Postal Ballot Notice:** Saturday, November 19, 2022

**Voting period:** Friday, December 02, 2022 (9:00 a.m. IST) to Saturday, December 31, 2022 (5.00 p.m. IST)

**Date of declaration of result:** Monday, January 02, 2023

**Effective date of approval:** Saturday, December 31, 2022

Item	Type of Resolution	Particulars	Remote E-voting	
			No. of equity shares	% of Votes
Appointment of Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director	Special	Votes Polled	26,356,620	100.0000
		Votes in Favour	26,328,529	99.8934
		Votes Against	28,091	0.1066
Re-appointment of Mr. Vivek Narayan Gour (DIN: 00254383) as an Independent Director	Special	Votes Polled	26,356,596	100.0000
		Votes in Favour	26,280,938	99.7129
		Votes Against	75,658	0.2871

**Procedure for Postal Ballot**

a) The Postal Ballot was carried out in compliance with the Regulation 44 of the Listing Regulations and as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with various circulars issued by the Ministry of Corporate Affairs. The postal ballot notice dated November 19, 2022 was dispatched on November 29, 2022 containing draft resolution together with the explanatory statement and remote e-voting instructions through electronic mode to all those

Members whose e-mail address were registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 25, 2022.

b) The Company engaged National Securities Depository Limited for providing e-voting facility to all its members, to enable them to cast their votes electronically. In terms of relaxations provided by the Ministry of Corporate

Affairs, only e-voting facility was provided and physical ballot papers were not provided to the members.

- c) The Board of Directors had appointed Mr. Devesh Kumar Vasisht (Membership No. F8488), Managing Partner of M/s DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021DE009500), as scrutinizer, for conducting the postal ballot through remote e-voting process in a fair and transparent manner. He submitted his report on January 02, 2023, after completion of the scrutiny of the votes casted.
- d) The result of the postal ballot were announced by Mr. Manoj Bhargava, Company Secretary & Compliance Officer on January 02, 2023. The result was displayed at the Registered Office and Corporate Office of the Company, placed on the website of the Company at <https://investor.indiamart.com/ForthcomingPostalBallot.aspx>, NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and was also communicated to the Stock Exchanges.

#### Details of Special Resolution proposed to be conducted through Postal Ballot:

Special Resolution(s) as may be necessary under the Act and/or the Listing Regulations would be passed through Postal Ballot in compliance with applicable laws.

#### MEANS OF COMMUNICATION

##### A. Financial Results:

In accordance with the Listing Regulations, the quarterly/half-yearly/annual results are usually published in leading business newspaper, namely, 'Mint' (English), newspaper having substantial circulation Pan-India and 'Hindustan' (Hindi), vernacular newspaper and can be accessed on the Company's website at <https://investor.indiamart.com/CorporateAnnouncements.aspx>. The quarterly/half-yearly/annual results are also uploaded on NSE's Electronic Application Processing System (NEAPS) and BSE Listing Centre. Further, the Company also e-mails quarterly results to its members whose email id is registered with the Depository as a part of good Corporate Governance.

##### B. News Releases and Presentations to institutional investors / analysts:

The Company hosts a quarterly earnings call after release of its quarterly/half-yearly/annual results along with discussion on the performance of the business which were well attended by the analysts and investors. This is followed by the question-and-answer session such that whosoever has a question for the management can raise it in the forum. Transcripts of the conference calls are also made available on the Company's website. Official press releases and presentations are also made to institutional investors and financial analysts on the Company's quarterly, half-yearly as well as annual financial results. These press releases, presentations and schedule of

analyst or institutional investors meet can be accessed on the Company's website at <https://investor.indiamart.com/CorporateAnnouncements.aspx> as well as submitted with the Stock Exchanges. No unpublished price sensitive information is discussed in the meeting / presentation with institutional investors and financial analysts. Further, the Company also e-mails quarterly investor presentations to its members whose email id is registered with the Depository as a part of good Corporate Governance.

##### C. Company's Website:

The Company's website contains a separate dedicated section on 'Investor Relations' that keep the investors updated on the key and material developments of the Company. It contains comprehensive database of information for the investors including the financial results, Annual Reports of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, official news releases, presentations made to institutional investors or to the analyst, business activities and the services rendered / facilities extended by the Company to our investors, in a user-friendly manner. The basic information about the Company as required in terms of Listing Regulations is also provided on the Company's website and the same is updated regularly.

##### D. NSE – Corporate Compliance and NSE's Electronic Application Processing System ('NEAPS'):

NEAPS is a web-based system designed by NSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are also filed electronically on NEAPS, details of which can be accessed at [www.nseindia.com](http://www.nseindia.com).

##### E. BSE Corporate Compliance and Listing Centre ('Listing Centre'):

The Listing Centre is web-based application designed by BSE for corporate. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are filed electronically on the Listing Centre, details of which can be accessed at [www.bseindia.com](http://www.bseindia.com).

##### F. Designated e-mail-ID for investor services:

The Company has designated e-mail-id: [cs@indiamart.com](mailto:cs@indiamart.com) exclusively for investors servicing. The email id is also displayed on the Company's website at <https://investor.indiamart.com/CompanyContactDetails.aspx>.

##### G. SEBI Complaints Redressal System ('SCORES'):

The investors' complaints are also being processed through the centralised web-based complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

#### GENERAL SHAREHOLDER INFORMATION

a)	Date, Time and Venue of Annual General Meeting (AGM)	The Date, Day, Time and Venue of 24 <sup>th</sup> AGM of the Company have been set out in the Notice convening the AGM.											
b)	Financial Year	The Company follows April 01 to March 31 as its financial year											
c)	Dividend Payment Date	The Board of Directors of the Company in their meeting held on April 28, 2023 has recommended a final dividend of ₹ 20 per Equity Share, i.e., 200 % of the face value, subject to the approval of Shareholders at the 24 <sup>th</sup> AGM of the Company.  The Dividend, if declared at the AGM, will be paid subject to deduction of tax at source wherever applicable, within thirty (30) days from the date of AGM. For further details, refer Notice convening the 24 <sup>th</sup> AGM.											
d)	Stock Exchanges	<b>National Stock Exchange of India Limited (NSE)</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051  <b>BSE Limited (BSE)</b> Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 The Company has paid the listing fees for FY 2023-24 to NSE & BSE.											
e)	Stock code	<b>NSE</b> <table border="1"> <thead> <tr> <th>Symbol</th> <th>INDIAMART</th> <th>Scrip Code</th> <th>542726</th> </tr> </thead> <tbody> <tr> <td>ISIN No.</td> <td>INE933S01016</td> <td>ISIN No.</td> <td>INE933S01016</td> </tr> </tbody> </table>		Symbol	INDIAMART	Scrip Code	542726	ISIN No.	INE933S01016	ISIN No.	INE933S01016	<b>BSE</b>	
Symbol	INDIAMART	Scrip Code	542726										
ISIN No.	INE933S01016	ISIN No.	INE933S01016										
f)	Registrar and Share Transfer Agents (RTA)	<b>Link Intime India Private Limited</b> Noble Heights, 1 <sup>st</sup> floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 <b>Email:</b> <a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a> <b>Tel.:</b> +91-11-49411000											
g)	Share Transfer System	Share Transfer System of the Company is computerized and Link Intime India Private Limited (LIPL) is the Company's Registrar and Share Transfer Agent (RTA) for equity shares (kept in physical as well as electronic mode). The requests, if any, for share transfer, transmission, sub-division, consolidation, renewal, remat, duplicate etc. are processed and share certificates duly endorsed / issued are dispatched within the prescribed time period, subject to documents being valid and complete in all respects.  In compliance with the Regulation 7(3) of the Listing Regulations, the Company submits a Compliance Certificate duly signed by the Compliance Officer of the Company and the authorised representative of the Share Transfer Agent, within one month of end of financial year, stating that all activities in relation to both physical and electronic share transfer facilities are maintained by the Company's Registrar and Share Transfer Agent (RTA) i.e. LIPL.  Further, an annual certificate of compliance, issued by it, with regard to the issuance of share certificates within 30 days of lodgement for transfer, sub-division, consolidation, renewal etc., is submitted to the stock exchanges pursuant to Regulation 40(9) & (10) of the Listing Regulations.											
h)	Dematerialisation of Shares and Liquidity	The Equity Shares of the Company are in compulsory dematerialized segment and are frequently traded on the National Stock Exchange of India Limited and BSE Limited. The Equity shares are available for trading in the depository systems of both the National Securities Depository Limited and the Central Depository Services (India) Limited. The ISIN Number of Company on both the NSDL and CDSL is INE933S01016.  As on March 31, 2023, 30,614,574 Equity Shares of ₹ 10/- each, forming 100% of Company's paid-up capital is held in the dematerialised form.											
i)	Commodity price risk or foreign exchange risk and hedging activities	The Company is not engaged in commodity trading, hedging or exchange risk management activities.											

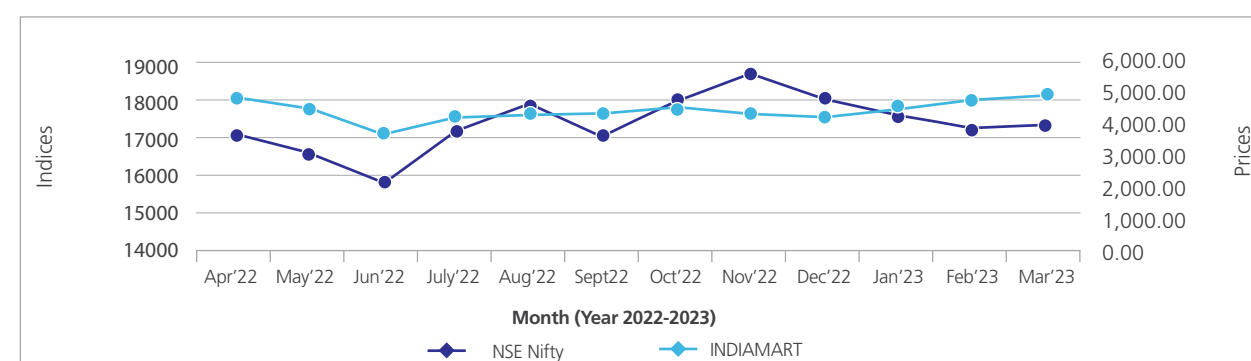
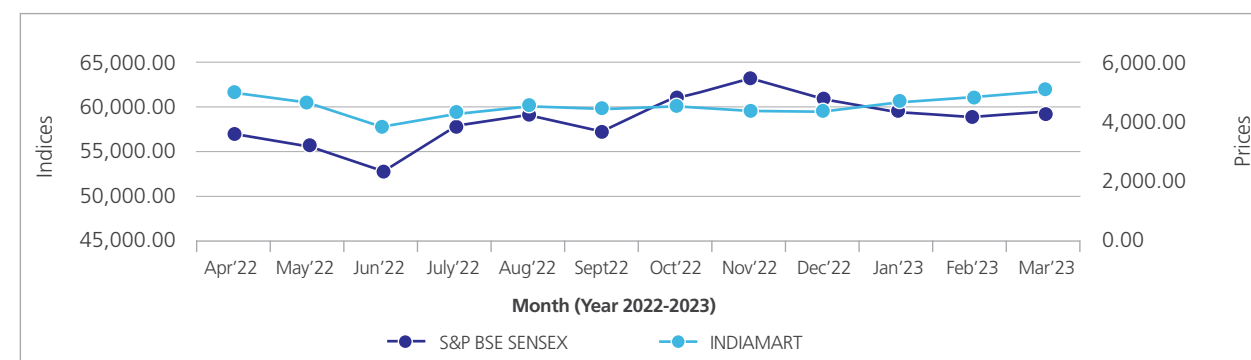
k)	Address for correspondence	<p><b>Registered Office:</b> IndiaMART InterMESH Limited 1<sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi -110002 <b>Tel No.:</b> +91-11- 45608941 <b>Email id:</b> cs@indiamart.com;</p> <p><b>Corporate Office:</b> 6<sup>th</sup> Floor, Tower 2, Assotech Business Cresterra, Plot No.22, Sec 135, Noida-201305, Uttar Pradesh, <b>Tel No.:</b> +91-120-6777777 <b>Email id:</b> cs@indiamart.com;</p> <p><b>Investor Correspondence (RTA):</b> Link Intime India Private Limited Noble Heights, 1<sup>st</sup> Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110058 <b>Tel.:</b> +91-11-49411000 <b>Email:</b> delhi@linkintime.co.in</p>
l)	Plant locations	Not Applicable
m)	List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad	Not Applicable
n)	Outstanding GDRS/ ADRS/ Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity	Not Applicable

o) **Market Price Data:** Monthly High and Low during each month of FY 2023 on BSE and NSE is mentioned below:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2022	5,247.55	4,328.00	5,248.00	4,331.25
May, 2022	4,937.20	4,050.00	4,948.85	4,050.25
June, 2022	4,720.00	3,790.90	4,725.00	3,785.10
July, 2022	4,309.30	3,676.05	4,310.00	3,676.00
August, 2022	4,630.00	4,040.30	4,632.00	4,037.50
September, 2022	4,875.45	4,230.05	4,880.00	4,230.00
October, 2022	4,630.75	4,268.10	4,636.00	4,266.00
November, 2022	4,916.10	4,296.15	4,915.00	4,292.00
December, 2022	4,587.40	4,087.30	4,589.00	4,087.00
January, 2023	4,720.30	4,288.30	4,723.95	4,291.65
February, 2023	4,879.60	4,364.55	4,870.00	4,451.70
March, 2023	5,191.80	4,568.20	5,193.00	4,631.20

(Source: Official website of BSE & NSE respectively)

p) **Performance of IndiaMART Share Price in comparison to broad based indices such as BSE Sensex and NSE-Nifty 50:**



q) **Distribution of shareholding as on March 31, 2023:**

No. of Equity Shares held	No. of Shareholders*	% of Shareholders	No. of Shares	% of Total Shareholding
1 - 500	181,150	99.58	2,031,836	6.64
501 - 1,000	298	0.16	209,821	0.69
1,001 - 2,000	133	0.07	185,329	0.61
2,001 - 3,000	48	0.03	117,668	0.38
3,001 - 4,000	35	0.02	122,185	0.40
4,001 - 5,000	25	0.01	114,389	0.37
5,001 - 10,000	65	0.04	466,385	1.52
10,001 and above	154	0.08	27,366,961	89.39
<b>Total</b>	<b>181,908</b>	<b>100</b>	<b>30,614,574</b>	<b>100</b>

\*No. of shareholders have not been clubbed on PAN basis.

**Categories of shareholders as on March 31, 2023**

Category	No. of shareholders	No. of shares held	Shareholding (%)
<b>A. PROMOTERS HOLDINGS</b>			
Indian Promoters	19	15,067,524	49.22
<b>B. NON- PROMOTERS HOLDINGS</b>			
a) Mutual Fund	14	1,496,390	4.89
b) Alternate Investment Funds	10	129,089	0.42
c) Insurance Companies	3	93,989	0.31
c) Foreign Companies	1	1,009,722	3.30
d) Foreign Portfolio Investors	166	8,144,183	26.60
e) Non-Resident (Repatriable & Non -repatriable)	3,301	122,672	0.40
f) Directors and their relatives (excluding Independent Directors and Nominee Directors) & Key Managerial Personnel	5	140,680	0.46
g) Other Bodies Corporates	871	184,763	0.60
i) Others (Individual, Clearing Members, HUF, Employee Welfare Trust/ESOP Trust, NBFC registered with RBI, Trust etc.)	173,264	4,225,562	13.80
<b>Total</b>	<b>177,654</b>	<b>30,614,574</b>	<b>100.00</b>

**DEPOSITORY SERVICES**

Members may write to the Company or to the respective Depositories for any guidance on depository services:

National Securities Depository Limited	Central Depository Services (India) Limited
Trade World, 4 <sup>th</sup> Floor, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	Phiroze Jeejeebhoy Towers, 28 <sup>th</sup> Floor, Dalal Street, Mumbai - 400 023
Telephone : 022 - 24972964-70	Telephone : 022 - 2272 3333-3224
Fax : 022 - 24972993 022 - 24976351	Fax : 022 - 2272 3199

**OTHER DISCLOSURES**
**a) Material Related Party Transactions**

During FY 2023, there were no material related party transactions that may have potential conflict with the interests of the Company at large. i.e., transactions of the Company of material nature with its Promoters, the Directors, their relatives or the Management, subsidiaries, etc.

The Company has formulated and adopted a Policy on Dealing with Related Party Transactions ('RPT Policy') and the web-link for the policy is <https://investor.indiamart.com/CorporateGovernance.aspx>. Further, the Board of Directors in its meeting held on April 28, 2022 modified the RPT policy of the Company to align the same with the amendments in Listing Regulations.

The Company has made requisite disclosure with respect to related party transaction in the significant accounting policies and note to accounts to the financial statements. Transactions with the related parties as per the requirements of Ind AS 24 are disclosed in Note No. 33 to the Standalone Financial Statements forming integral part of this Annual Report.

**b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three (3) years.**

The Company is in full compliance with the matters related to capital market and there are no penalties imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three (3) years.

**c) Whistle-Blower Policy & establishment of vigil mechanism and affirmation that no personnel have been denied access to the Chairman of the Audit Committee.**

Your Company has in place Whistle-Blower Policy ("the Policy") and has established the necessary vigil mechanism for Directors, Employees and stakeholders of the Company in confirmation with Section 177(9) of the Act and Regulation 22 of the Listing Regulations.

The Policy provides formal mechanism to its Directors/ Employees/Stakeholders of the Company for reporting

any unethical behaviour, breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected / actual fraud and criminal offences.

The Policy enables the reporting of such concerns to the Ombudspersons and/or to the Chairman of the Audit Committee through specified channels. The framework of the Policy strives to foster responsible and secure whistle blowing. During FY 2023, no Director, employee or stakeholder of the Company has been denied access to the Chairman of the Audit Committee of the Board. The said policy can be accessed at Company's website at <https://investor.indiamart.com/CorporateGovernance.aspx>.

**d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.**

**Mandatory requirements:** The Company is fully compliant with the applicable mandatory requirements related to Corporate Governance as prescribed in the Listing Regulations.

**Adoption of Non-Mandatory requirements:** The Company has adopted following non-mandatory requirements of Regulation 27 and Regulation 34 of the Listing Regulations.

**DISCRETIONARY REQUIREMENTS**

- The Board** – There is no designated Chairperson of the Company. The Non-Executive Directors are entitled to use Office Premises as and when required at the Company's expenses and also allowed reimbursement of expenses incurred in performance of their duties towards the Company.
- Separate posts of Chairperson and the Managing Director or the Chief Executive Officer** – The Company does not have a designated Chairperson. The Chairman of the Board so elected in every board meeting is a Non-Executive Director and his/her position is separate from that of the Managing Director or Chief Executive Officer.
- Shareholders Rights** – The quarterly, half-yearly and yearly audited results are published in the newspapers with adequate disclosures and investor presentation, press

release, investor results, call transcript and video recording are uploaded on the Company's Website for information and knowledge of the shareholders / public at large.

**4. Modified opinion(s) in Audit Report** – There are no audit qualifications for FY 2023.

**5. Reporting of Internal Auditor** – The Internal Auditor reports directly to the Audit Committee of the Board.

**6. Financial Results** – The Company adopted a practice of releasing audited financial results every quarter.

**e) Web-links**

All the requisite policies and Code of Conduct including the Policy of determining material subsidiaries is available on the 'Investors Relation' section of the Company's website which can be accessed at <https://investor.indiamart.com/CorporateGovernance.aspx>.

**f) Details of Utilisation of funds raised through preferential allotment or qualified institutions placement ("QIP")**

The Company allotted 12,42,212 equity shares through Qualified Institutional Placement (QIP) at an issue price of ₹ 8,615 per equity share (including a premium of ₹ 8,605 per equity share) aggregating to ₹ 10,701.66 million on February 22, 2021. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Sections 42 and 62 of the Act, as amended, including the rules made thereunder. The proceeds of funds raised under Qualified Institutional Placement of the Company are utilised as per Objects of the Issue.

(₹ in Million)	
Particulars	Amount
Gross Proceeds received from QIP	10,702
Less: Share issue Expenses	190
Net Proceeds received from QIP	10,512
Amount utilised for: Future growth and expansion and any other general purposes as may be permissible under the applicable law and approved by the Board.	10,138
Unutilised Amount	374

**g) Total fees paid to the Statutory Auditors**

The details of fees paid by the Company and its subsidiaries to the Statutory Auditors and all entities in the network firm / network of entity which Statutory Auditors is a part, for FY 2023 are as under:

S. No.	Particulars	Amount (In ₹ million)
1.	Statutory Audit Fee	7.81
2.	Other Services Fee	0.50
3.	Other Certification Fees	0.25
4.	Out-of-pocket reimbursement	0.53
<b>TOTAL</b>		<b>9.09</b>

**h) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013)**

The details of the complaints received during the financial year under review are as follows:

S. No.	Particulars	No. of Complaints
1.	Complaints filed during the financial year	Nil
2.	Complaints disposed off during the financial year	Nil
3.	Complaints pending as on end of the financial year	Nil

**i) Details of 'Loans and advances in the nature of loans to firms/companies in which directors are interested:**

During FY 2023, no loan or advances have been given to the firms/companies in which the directors of the Company are interested.

**j) Details of material subsidiaries of the listed entity, if any:**

During FY 2023, there is no material subsidiary of the Company.

**k) Non-compliance of Corporate Governance**

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the Listing Regulations.

**CORPORATE GOVERNANCE COMPLIANCE**

The Company complies with the Corporate Governance Requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation 2 of Regulation 46 of the Listing Regulations. The Company submits a quarterly compliance report on Corporate Governance duly signed by the Compliance Officer to the Stock Exchanges within 21 (Twenty One) days from the end of each quarter and the same are also available on the website of the Company at <https://investor.indiamart.com/CorporateGovernance.aspx>.

Further, in compliance with Regulation 34 and Schedule V of Listing Regulations, a certificate from M/s Chandrasekaran Associates, Company Secretaries confirming compliance with the conditions of the Corporate Governance has been attached as **Annexure - 11** forming an integral part of this report.

**CODE FOR PREVENTION OF INSIDER-TRADING PRACTICES**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('SEBI Insider Trading Regulations'), the Company has adopted a comprehensive Code of Conduct to regulate, monitor and report trading by Insiders for Prevention of Insider Trading for its Designated Persons, their immediate relatives and Insiders. The said Code of Conduct prohibit employees or any other person from dealing in the Equity

Shares of the Company while they are in possession of price sensitive information.

The Company has also implemented a platform which provides an integrated solution/online platform for automation of Insider Trading Compliances. The digital tool helps the Designated Persons to manage, monitor, track and report their dealings in equity shares of the Company.

The Company also periodically circulates the educational e-mails on SEBI Insider Trading Regulations including Do's and Don'ts etc., to educate and sensitise the Designated Employees of the Company. The Compliances with the SEBI Insider Trading Regulations are also being independently reviewed by the Secretarial Auditors of the company.

During FY 2023, the Board modified the Code of Conduct in its meeting held on January 19, 2023 with immediate effect to align the same with the provisions of the SEBI Insider Trading Regulations.

#### DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any Demat Suspense / Unclaimed Suspense Account.

#### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Section 124 of the Act mandates the Company to transfer entire amount of dividend which has not been paid or claimed within thirty (30) days from the declaration date to an Unpaid Dividend Account and if, such amount remains unclaimed for

a period of seven (07) years, then required to be transferred to IEPF.

As a measure to reduce the unclaimed dividend, efforts are being made on an ongoing basis to reach out to shareholders by sending periodic reminders requesting them to submit necessary documents to enable them to claim their unpaid or unclaimed dividend.

Hence, the Company urges all the members to encash/claim their respective dividend of previous years. The details of the unpaid/ unclaimed dividend lying with the Company are available on the website of the Company at [https://investor.indiamart.com/Unpaid\\_Unclaimed\\_Dividend.aspx](https://investor.indiamart.com/Unpaid_Unclaimed_Dividend.aspx).

During FY 2023, the Company has not transferred any amount to IEPF which was outstanding for seven (07) consecutive years.

#### CODE OF CONDUCT

The Board has approved and adopted a Code of Conduct for all Board Members and senior management of the Company, which is available on the Company's website at <https://investor.indiamart.com/CorporateGovernance.aspx>.

#### CEO/CFO CERTIFICATION

In compliance with Regulation 17(8) of the Listing Regulations, a declaration by CEO and CFO was placed before the Board, certifying the accuracy of Financial Statements and the adequacy of internal controls pertaining to Financial Reporting for the year ended March 31, 2023.

On behalf of the Board  
For **IndiaMART InterMESH Limited**

Place: Noida  
Date: April 28, 2023

Sd/-  
**Brijesh Kumar Agrawal**  
(Whole Time Director)  
DIN: 00191760

Sd/-  
**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN: 00191800

## DECLARATION OF THE MANAGING DIRECTOR AND CEO

*Pursuant to Part D Of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

To,  
The members of IndiaMART InterMESH Limited,

#### Sub: Compliance with Code of Conduct

I hereby declare that all the Board members and Senior Management Personnel have affirmed the compliance with the Code of Conduct for Directors and Senior Management Personnel of the Company as adopted by the Board of Directors for the financial year ended March 31, 2023.

Place: Noida  
Date: April 28, 2023

Sd/-  
**Dinesh Chandra Agarwal**  
Managing Director & CEO  
DIN: 00191800

## CEO & CFO CERTIFICATE

Pursuant to Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To  
The Board of Directors / Audit Committee  
IndiaMART InterMESH Limited

We, Mr. Dinesh Chandra Agarwal, Managing Director & Chief Executive Officer and Mr. Prateek Chandra, Chief Financial Officer of IndiaMART InterMESH Limited, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statements for the quarter and financial year ended March 31, 2023 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the quarter and financial year ended March 31, 2023, are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee that:
- There has not been any significant change in internal control over financial reporting during the said quarter;
  - There has not been any significant change in accounting policies during the said quarter and the same have been disclosed in the notes to the financial statements; and
  - We are not aware of any instances of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: April 28, 2023  
Place: Noida

Sd/-  
**Dinesh Chandra Agarwal**  
Managing Director &  
Chief Executive Officer

Sd/-  
**Prateek Chandra**  
Chief Financial Officer

Annexure - 4

## DETAILS OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- A. Ratio of the remuneration of each Director to the Median remuneration of the employees of the Company and Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year:

Name of the Director / KMP	Remuneration of Director/KMP (in ₹) <sup>2</sup>	% increase/decrease of remuneration in FY 2023 <sup>1</sup>	Ratio of Remuneration of each Director to median Remuneration of employee
<b>Executive Director (Director &amp; KMP)</b>			
Mr. Dinesh Chandra Agarwal	58,931,278	33	106.76
Mr. Brijesh Kumar Agrawal	42,838,364	33	77.61
<b>Non-Executive Director</b>			
Mr. Dhruv Prakash <sup>3</sup>	13,60,000	37	2.46
Ms. Elizabeth Lucy Chapman <sup>4</sup>	6,25,000	(26)	1.13
Ms. Pallavi Dinodia Gupta <sup>5</sup>	4,50,000	-	0.82
Mr. Rajesh Sawhney	13,35,000	36	2.42
Mr. Vivek Narayan Gour	10,85,000	49	1.97
<b>Chief Financial Officer (KMP)</b>			
Mr. Prateek Chandra	28,650,440	34	51.90
<b>Company Secretary &amp; Compliance Officer (KMP)</b>			
Mr. Manoj Bhargava	12,405,436	25	22.47

Note:

- These percentage of increase/decrease in remuneration of KMPs in FY 2023 are higher than the actual increase of 15% on last remuneration due to the variation in payment of performance linked variable compensation of FY 2021 and FY 2022 and payments pertaining to earlier financial years to the respective managerial personnel.
- The remuneration as stated above excludes Performance Linked Variable Compensation ("PLVC") received for three quarters of FY 2023 by the following KMPs subject to the approval of the Board of Directors in their meeting held for the year ended FY 2023:

Name of the KMP	Amount (In ₹)
Mr. Dinesh Chandra Agarwal	15,716,074
Mr. Brijesh Kumar Agrawal	12,306,288
Mr. Prateek Chandra	7,653,049
Mr. Manoj Bhargava	1,727,724

Further, the above stated remuneration also excludes the perquisites value towards exercise of ESOP options/SAR units by the following KMPs during FY 2023:

Name of the KMP	Amount (In ₹)
Mr. Prateek Chandra	58,635,925
Mr. Manoj Bhargava	9,885,193

- Excluding the professional fee for professional services of management consultancy and leadership development during FY 2023.
- Resigned as an Independent Director of the Company w.e.f. October 07, 2022.
- Appointed as an Independent Director of the Company w.e.f. October 20, 2022.

- B. The percentage increase in the median remuneration of employees in the financial year:  
The median remuneration of the employees of the Company increased by 10% to ₹ 552,000/- during the financial year.
- C. The number of permanent employees on the rolls of the Company:  
As on March 31, 2023, the Company has 4,583 permanent employees on its rolls.

**D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The increment on salaries of the employees is given basis the calendar year however for the increment of the managerial personnel, financial year is being followed by the Company. Accordingly, the direct comparison of average percentile increase in salaries of employees and the managerial personnel is not viable.

Further, in order to drive comparison, the weighted average increase in the salaries of the employees other than the managerial personnel in last financial year was 16% whereas the average increase in the Managerial remuneration was 15%.

It is hereby affirmed that the remuneration is as per Remuneration Policy of the Company.

On behalf of the Board  
For **IndiaMART InterMESH Limited**

Place: Noida  
Date: April 28, 2023

Sd/-  
**Brijesh Kumar Agrawal**  
(Whole Time Director)  
DIN: 00191760

Sd/-  
**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN: 00191800

**Annexure - 5**  
**INFORMATION AS PER RULE 5(2) OF CHAPTER XIII, THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AS ON MARCH 31, 2022**

S. No. Employees	Name of the Employee	Designation	Remuneration Paid (in ₹ million)	Educational Qualification	Date of Joining	Exp. (Yrs.)	Age (Yrs.)	Previous Employment	Nature of Employment	% of Equity share of the Company
1.	Mr. Dinesh Chandra Agarwal <sup>1</sup>	Managing Director & Chief Executive Officer	58.93	Bachelor of Technology (Computer Science)	Since Incorporation	30	54	HCL Technologies (USA)	Permanent	28.06
2.	Mr. Brijesh Kumar Agrawal <sup>1</sup>	Whole - Time Director	42.84	Bachelor Business Management, Post Graduate Diploma in Business Management	Since Incorporation	25	46	Miebadh Logistics Gmbh	Permanent	19.01
3.	Mr. Dinesh Gulati <sup>2</sup>	Chief Operating Officer (COO)	44.37	Bachelor of Technology (Chemical Engineering), Post Graduate Program in Management	March 12, 2012	32	55	Indian Express Limited	Permanent	1.14
4.	Mr. Prateek Chandra <sup>1</sup>	Chief Financial Officer (CFO)	28.65	Bachelor of Commerce, Chartered Accountant	February 16, 2015	22	42	HT Media Limited	Permanent	0.38
5.	Mr. Amarinder Singh Dhaliwal <sup>2</sup>	Chief Product Officer (CPO)	17.45	Bachelor of Technology (Textile Technology), Post Graduate Diploma in Management	June 27, 2016	27	51	Micromax Informatics Ltd	Permanent	0.14
6.	Mr. Parag Agarawal <sup>3</sup>	Senior Vice President	42.63	Bachelor of Technology, Post Graduate Diploma in Business Management	April 16, 2018	20	45	Aakash Educational Services Private Limited	Permanent	0.01
7.	Mr. Vikas Deep Verma	Senior Vice President	38.59	Bachelor of Engineering (Computer Technology), Master of Business Administration	May 02, 2017	19	44	Times Internet Ltd.	Permanent	0.03
8.	Mr. Sudhir Gupta	Senior Vice President	29.14	Bachelor of Commerce, Chartered Accountant	August 06, 2012	27	50	Videocon Tele-communications Ltd.	Permanent	0.07
9.	Mr. Manoj Bhargava <sup>1</sup>	Group General Counsel & Company Secretary	12.41	Bachelor of Law, Bachelor of Commerce, Master of Law, Company Secretary	December 28, 2017	22	47	Varun Beverages Limited	Permanent	0.01
10.	Mr. Vivek Agrawal <sup>2</sup>	Chief Information Officer (CIO)	8.33	Bachelor of Technology, Post Graduate Program in Management	December 20, 2010	14	40	Creative Lipi Webtech Pvt Ltd	Permanent	0.02
11.	Mr. Abhishek Bhattia	Senior Vice President	23.73	Bachelor of Commerce, Master of Business Administration	Since incorporation	24	45	-	Permanent	0.31
12.	Mr. Devendra Singh	Senior Vice President	23.63	Bachelor of Science	October 07, 2009	31	57	Monster.com India Pvt Ltd.	Permanent	0.09
13.	Mr. Amit Jain	Senior Vice President	23.52	Bachelor of Science, Post Graduate Diploma in Business Administration	March 10, 2000	23	43	-	Permanent	0.08
14.	Mr. Puneet Gupta	Vice President	19.72	Bachelor of Commerce, Chartered Accountant	August 10, 2015	19	39	BT eServ (India) Pvt. Ltd.	Permanent	0.02
15.	Mr. Vikram Vaishney	Vice President	19.58	Bachelor Of Engineering (Electronics and Communication)	November 14, 2016	16	36	Windoi Energy Private Limited	Permanent	0.06
16.	Mr. Sunil Parolia	Senior Vice President	18.27	Bachelor of Technology (Civil), Master of Engineering (Civil)	March 15, 2017	23	55	One97 Communications Limited	Permanent	0.05
17.	Mr. Samarendra Pratap	Vice President	14.43	Bachelor of Science, Master of Computer Application	July 04, 2011	19	43	Monster India Private Limited	Permanent	0.03
18.	Mr. Navendra Pratap Singh	Vice President	12.98	Bachelor of Technology	May 12, 2014	17	40	Impetus Infotech India Private Limited	Permanent	0.02



S. No. Employees	Name of the Employees	Designation	Remuneration Paid (in ₹ million)	Educational Qualification	Date of Joining	Exp. (Yrs.)	Age (Yrs.)	Previous Employment	Nature of Employment	% of Equity share of the Company
19.	Mr. Sandeep Garg <sup>3</sup>	Vice President	12.30	Bachelor of Technology (Mechanical)	November 07, 2016	15	38	Green Brick Eco Solutions Private Limited	Permanent	0.00
20.	Mr. Madhup Agrawal	National Head	12.26	Bachelor of Technology (Computer Science), M.Tech - Systems and Management	November 01, 2004	32	53	Access Info Solutions India Private Limited	Permanent	1.58
21.	Mr. Rahul Aggarwal <sup>3</sup>	Vice President	12.00	Bachelor of Technology (Mechanical), Executive Post Graduate Programme in Management	July 17, 2018	14	37	At Kearney Limited	Permanent	0.00
22.	Mr. Deepak Gupta	Vice President	11.54	Bachelor of Commerce, Master of Business Administration	January 23, 2003	20	42	-	Permanent	0.14
23.	Mr. Jinny Ashok Ahtani	Vice President	11.32	Bachelor of Commerce, Post Graduate Diploma in Business Administration	October 06, 2008	18	40	Ratti Trading LLC, UAE	Permanent	0.01
24.	Mr. Pankaj Verma	Vice President	11.09	Bachelor of Commerce, Master of Business Administration	May 23, 2001	22	44	-	Permanent	0.07
25.	Mr. Rajan Bajpai	Vice President	10.81	Bachelor of Science, Post Graduate Diploma in Business Management	Since incorporation	24	48	-	Permanent	0.03
26.	Mr. Ravi Shekhar Agrawal	Vice President	10.26	Bachelor of Computer Application, Master of Computer Application, Master of Business Administration	August 09, 2004	19	42	-	Permanent	0.09
27.	Mr. Abhishek Thard	Senior Vice President	2.24	Bachelor of Engineering (Electronic and Tele Communication), Master of Business Administration	January 16, 2023	15	40	OYO Hotels and Homes Private Limited	Permanent	0.00

Note:

- Please refer to the Note of Point A of Annexure 4 of this Report.
- The remuneration as stated above excludes Performance Linked Variable Compensation (PLVC) received for three quarters of FY 2023 by the following Senior Management Personnel ('SMP') subject to the approval of the Board of Directors in their meeting held for the year ended FY 2023 and the perquisites value towards exercise of ESOP options/SAR units during FY 2023:

Name of the SMP	PLVC (in INR million)	Perquisites Value (in INR million)
Mr. Dinesh Gulati	11.79	57.32
Mr. Amarinder Singh Dhaliwal	3.47	24.29
Mr. Vivek Agrawal	1.10	14.38

3. Employed for part of the year.

- As per the provisions of the Act, none of the employees are relatives of Directors and managers, except Mr. Dinesh Chandra Agrawal and Mr. Brijesh Kumar Agrawal, Directors of the Company.

Place: Noida  
Date: April 28, 2023

Sd/-  
**Brijesh Kumar Agrawal**  
(Whole Time Director)  
DIN: 00191760

On behalf of the Board  
For **IndiaMART InterMESH Limited**

Sd/-  
**Dinesh Chandra Agrawal**  
(Managing Director & CEO)  
DIN: 00191800

## SECRETARIAL AUDIT REPORT

for the financial year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rules made thereunder]

To,  
The Members  
**IndiaMART InterMESH Limited**  
1<sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg,  
New Delhi- 110002

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by IndiaMART InterMESH Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 ("**Period under review**") according to the provisions of:

- The Companies Act, 2013 ('the Act') and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the period under review**
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable to the Company during the Audit Period**
- The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 to the extent applicable;
- The Management of the Company had confirmed that no sector specific law applicable on the Company.

We have also examined compliance with the applicable clauses/Regulations of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs;
- The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("**Listing Regulations**")

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes, in the

composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except in cases where meetings were convened at a shorter notice. The Company has complied with the provisions of Act for convening meeting at the shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, following major events have happened in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

- (i) The Company had declared the final dividend of ₹ 2 per equity share of face value of ₹ 10 each for the Financial Year 2021-22.
- (ii) The Company has issued and allotted 2,10,000 (Two Lakh Ten Thousand Only) Equity Shares having face value of ₹ 10/- each to the Indiamart Employees Stock Benefit Trust under the Indiamart Employee Stock Benefit Scheme – 2018 and accordingly, the paid up share capital of the Company increased to that extent.

Date: April 27, 2023  
Place: New Delhi

**For Chandrasekaran Associates  
Company Secretaries**

FRN: P1988DE002500  
Peer Review Certificate No.: 1428/2021

Sd/-  
**Rupesh Agarwal**  
Managing Partner  
Membership No. A16302  
Certificate of Practice No. 5673  
UDIN: A016302E000201850

**Note:** This report is to be read with our letter of even date which is annexed as Annexure-A to this Report and forms an integral part of this report.

- (iii) The Company had bought back 1,60,000 Equity Shares and the same have been extinguished in compliance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and accordingly, the paid up share capital of the Company decreased to that extent.
- (iv) The Company had increased the pool of existing number of resultant equity shares against the Stock Appreciation Rights ('SAR') units by adding 3,00,000 (Three Lakh Only) fresh equity shares aggregating to not more than 10,00,000 (Ten Lakh Only) Equity Shares under Indiamart Employee Stock Option Scheme, 2018.
- (v) The Company had acquired / divested the investments into following Companies resulting in becoming or ceases as Subsidiary Company, Wholly Owned Subsidiary and Associates Company:
  - a. Acquired 26.01% stake on fully converted and diluted basis of Adansa Solutions Private Limited ('Adansa') resulting in Adansa becoming Associate Company of the Company.
  - b. Acquired 25.08% stake on fully converted and diluted basis of Mobisy Technologies Private Limited ('Mobisy') resulting in Mobisy becoming Associate Company of the Company.
  - c. Divested entire 30% equity stake of Ten Times Online Private Limited ('Ten Times') resulting Ten Times ceases to be an Associate Company of the Company.
  - d. Acquired 100% equity stake of Busy Infotech Private Limited ('BUSY') resulting in BUSY became Wholly-Owned Subsidiary Company of the Company.
  - e. Acquired 51.09% stake on fully converted and diluted basis of share capital of Livekeeping Technologies Private Limited (Livekeeping) (Formerly known as Finlite Technologies Private Limited) resulting in Livekeeping becoming Subsidiary of the Company.

## ANNEXURE-A

To,  
The Members  
**IndiaMART InterMESH Limited**  
1<sup>st</sup> Floor, 29-Daryaganj  
Netaji Subash Marg New Delhi 110002

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Chandrasekaran Associates  
Company Secretaries**

FRN: P1988DE002500  
Peer Review Certificate No.: 1428/2021

Sd/-  
**Rupesh Agarwal**  
Managing Partner  
Membership No. A16302  
Certificate of Practice No. 5673  
UDIN: A016302E000201850

Date: April 27, 2023  
Place: New Delhi

*This Report is limited to the Statutory Compliances on laws /regulations/ guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March' 2023.*

## Annexure - 7

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

## SECTION A: GENERAL DISCLOSURE

### I. Details of the Listed Entity

Sr. No	Particulars	Information/Details
1.	Corporate Identity Number (CIN) of the Listed Entity	L74899DL1999PLC101534
2.	Name of the Listed Entity	IndiaMART InterMESH Limited
3.	Year of incorporation	1999
4.	Registered office address	1 <sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi- 110002
5.	Corporate address:	6 <sup>th</sup> floor, Tower 2, Assotech Business Cresterra, Plot No.22, Sec 135, Noida - 201305, Uttar Pradesh
6.	E-mail	<a href="mailto:cs@indiamart.com">cs@indiamart.com</a>
7.	Telephone	+91-120-6777777
8.	Website	<a href="http://www.indiamart.com">www.indiamart.com</a>
9.	Financial year for which reporting is being done	FY 2022-2023
10.	Name of the Stock Exchange(s) where shares are listed	i. BSE Limited ii. National Stock Exchange of India Limited
11.	Paid-up Capital	306.15 million
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Vasudha Bagri <a href="mailto:cs@indiamart.com">cs@indiamart.com</a> +91-120-6777777
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together):	The disclosures made under this report are on a standalone basis.

### II. Products/services

#### 1. Details of business activities (accounting for 90% of the turnover):

Sr. No	Description of Main Activity	Description of Business Activity	% of Turnover of the entity*
1.	Information Services Activity	Connecting buyers and suppliers through an online B2B platform and creating a virtual marketplace for all. a) Listings of businesses, products and services b) Search Service of businesses, products and services c) Advertisements and lead generation on the Company platform	89%

\* "Turnover" taken for calculating percentage is the sum of Revenue from Main activity as well as Other Income

#### 2. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No	Product/Service	NIC Code	% of total Turnover contributed*
1.	Information Services	6311 (Sub-class: 63111)	89%

\* "Turnover" taken for calculating percentage is the sum of Revenue from Main activity as well as Other Income

### III. Operations

#### 3. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	52	52
International	0	0	0

#### 4. Markets served by the entity:

##### a. Number of locations

Locations	Number
National (No. of States)	28 States, 8 Union Territories
International (No. of Countries)	10

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

0.9%

##### c. A brief on types of customers

IndiaMART is a pioneer in the online B2B marketplace engaging with a wide range of customer while providing a virtual platform for them to promote their products and services. The company's customers range from Corporates, MSMEs, small-scale suppliers to potential buyers. The primary customers of IndiaMART are Micro, Small and Medium Enterprises which list their products and services on the B2B platform for advertising and lead generation. The company also serves relevant enterprise customers which use the services to augment their marketing portfolio spread across traditional channels. IndiaMART provides varied services to its suppliers viz., Accounting Solutions, Procurement & Logistics Software Solution, to buyers it provides diverse set of Products & Suppliers, multiple Payment Options etc. and for buyers, the platform provides a wide range of products and suppliers, along with multiple payment options to ensure a seamless experience.

### IV. Employees

#### 5. Details as at the end of Financial Year:

##### 1. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>EMPLOYEES</b>						
1	Permanent (D)	4583	3629	79%	954	21%
2	Other than Permanent (E)	NIL				
3	<b>Total employees (D + E)</b>	4583	3629	79%	954	21%
<b>WORKERS</b>						
4	Permanent (F)					
5	Other than Permanent (G)					Not Applicable
6	<b>Total workers (F + G)</b>					

Note: The Company does not employ or engage with 'worker', as defined in the guidance note on BRSR, issued by SEBI

##### 6. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1	Permanent (D)	0	0	NA	0	NA
2	Other than Permanent (E)	0	0	NA	0	NA
3	<b>Total employees (D + E)</b>	0	0	NA	0	NA
<b>DIFFERENTLY ABLED WORKERS</b>						
4	Permanent (F)					
5	Other than Permanent (G)					Not Applicable
6	<b>Total workers (F + G)</b>					

Note: The Company does not employ or engage with 'worker', as defined in the guidance note on BRSR, issued by SEBI

**7. Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	6	1	17%
Key Management Personnel	4	0	0

\*Considered as per definition under Companies Act, 2013 and includes Managing Director, Whole-time Director, Chief Financial Officer and Company Secretary

**8. Turnover rate for permanent employees**

(in percentages)

	FY 23			FY 22			FY 21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Sales & Servicing	60	91	52	50	62	48	29	43	30
Others*	20	22	72	37	38	56	33	32	39

\*Includes Marketplace, Business Intelligence, Corporate, etc.

Note: The Company does not employ or engage with 'worker', as defined in the guidance note on BRSR, issued by SEBI

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**
**9. Names of holding/subsidiary/associate companies/joint ventures**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Tolexo Online Private Limited	Subsidiary	100	No
2.	Tradezeal Online Private Limited	Subsidiary	100	
3.	Hello Trade Online Private Limited	Subsidiary	100	
4.	Pay With Indiamart Private Limited	Subsidiary	100	
5.	Busy Infotech Private Limited	Subsidiary	100	
6.	Livekeeping Technologies Private Limited*	Subsidiary	51.09	
7.	Simply Vyapar Apps Private Limited	Associate	27.45	
8.	Truckhall Private Limited	Associate	25.02	
9.	Shipway Technology Private Limited	Associate	26	
10.	Agillos E-Commerce Private Limited	Associate	26.23	
11.	Edgewise Technologies Private Limited	Associate	26.01	
12.	IB MonotaRO Private Limited	Associate	26	
13.	Mobisy Technologies	Associate	25.08	
14.	Adansa Solution Private Limited	Associate	26.01	

\*Formerly known as Finlite Technologies Private Limited

**VI. CSR Details**

10. a. Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

b. Turnover (in ₹): 9,388.17 million

c. Net worth (in ₹): 20,644.10 million

**VII. Transparency and Disclosures Compliances**
**11. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)  (If Yes, then provide web-link for grievance redress policy)	FY 23			FY 22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	4	0	-	2	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	48	1	The complaint pending pertains to non-receipt of final dividend for FY 2021 and the same was disposed of on April 12, 2023	40	0	-
Employees and workers	Yes	4	0	-	3	0	-
Customers	Yes	155	0	-	56	0	-
Value Chain Partners^	Yes	0	0	-	0	0	-
Other (please specify) - Buyers	Yes	28	0	-	30	0	-

Note: Refer our [Terms of Use](#)

Refer our [Grievance Redressal Policy](#)

^ Service Providers Code of Conduct in place. The same is annexed to Agreements & Contracts executed with them.

**12. Overview of the entity's material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Governance and Ethics	Risk	Set of rules, practices, and processes which guide a company for day-to-day operations and essentially balancing the interests of the company's stakeholders including shareholders. The basic principles of corporate governance are accountability, transparency, responsibility, stakeholder inclusiveness, anti-corruption, and anti-competitive behavior. Ethics relate to the policies and processes in place to achieve the outcomes that are aligned to organisational development based on human, cultural, economic, political and social rights.	IndiaMART is committed to adhering to ethical business standards through robust corporate governance, risk management, compliance system, and vigil mechanism	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Innovation and Digitalisation	Opportunity	Innovation and digital transformation creates value for both the organisation as well as for the customers and other stakeholders in offering diverse solutions for easier transactions.	NA	Positive
3	Privacy and Data Security	Risk	Process of implementing measures and systems designed to securely protect and safeguard customer information and also implies that businesses should use private data only for the intended purposes.	IndiaMART continues to manage customer information to lower cyber and physical security risks by securing data, systems, infrastructure, and buildings efficiently in an increasingly digital world.	Negative
4	Enterprise Risk Management	Risk	Enterprise Risk Management is a process of identifying potential events and developments that may affect the entity, and undertaking right actions to manage them within its risk appetite effectuated by an entity's board of directors, management and other personnel and applied in strategy setting and across the enterprise. The ESG risks are also encompassed in Enterprise Risk Management.	IndiaMART has a Board Approved Risk Management Framework and the risk management process in place to identify risks and guide the company in taking corrective measures to mitigate them.	Negative
5	Managing Interest of shareholders	Risk	Investor Relations are extremely important for effective and smooth running of operations. All stakeholders should be provided with periodic disclosures and assured financials in order to maintain trust and transparency.	IndiaMART places utmost importance on transparent and meaningful interactions with its shareholders. All the important information including the financial information is shared periodically with the shareholders during the quarterly meetings and AGMs.	Negative
6	Ethical Marketing	Risk	Refers to Fair and responsible marketing communications, as well as access to information about the composition of products, and their proper use and disposal, accurate and adequate information on the positive and negative economic, environmental, and social impacts of the products and services they consume – both from a product and service labelling and a marketing communications perspective.	IndiaMART ensures that all the products and services on its platform have accurate and adequate information both from a product and service labelling and a marketing communications perspective.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Enabling Business To Go Green and Promotion of Green Products	Opportunity	Creating long-term value for all stakeholders by enabling the listing of sustainable products on the Company's portal thereby creating access to green and eco-friendly products.	NA	Positive
8	Waste Management	Risk	Includes the aspects on waste generation, waste disposal and the associated impacts.	IndiaMART ensures safe and responsible disposal of its E-Waste via certified recyclers.	Negative
9	Emissions Management	Risk	Emissions Management refers to the organisation's strategy for reducing the discharge of GHG emissions into the environment enhancing the organisation's competitiveness through reduced environmental liabilities.	IndiaMART aspires to reduce its energy-intensity by deploying energy-efficient solutions in the operations and actively reducing emissions.	Negative
10	Climate Change	Risk	With climate change increasing the frequency and intensity of extreme weather events, could pose increased pressure on risk capital requirements for responding to the financial losses incurred in case of such events.	IndiaMART has aligned all its policies and procedures to adapt to the changing business dynamics as a result of climate change.	Negative
11	Economic Performance	Opportunity	Economic performance refers to the contribution of the business to the local, regional, national and global economy.	NA	Positive
12	Community Development	Opportunity	Supporting the community development programmes shall uphold the company's brand image while promoting better quality of life for the beneficiaries. This aspect deals with creating opportunities for enhancing the positive community impacts via community development initiatives.	NA	Positive
13	Talent Acquisition and Retention	Risk	A organisational environment to attract and retain talent through improved mental and physical wellbeing, equal opportunities and employee benefits providing competitive edge. Trainings and programmes for the employee skill enhancement via vocational, soft skill enhancement, and sabbaticals to improve the performance and develop an empowered workforce.	Based on the organisation's strategic road map IndiaMART recruits, trains, engages and retains its employees as a key priority.	Negative
14	Responsible Supply Chain Management	Risk	Management of a company's supply chain to mitigate the risks with the effective evaluation of Supplier sustainability for the identification of ESG risks. It also extends to harnessing the opportunities of promoting the local suppliers, strategic and responsible sourcing and co-creation with suppliers.	IndiaMART continuously engages with its suppliers and channel partners for propagating the sustainability agenda.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
15	Occupational Health and Safety	Risk	Creation of safe and healthy working environment for all the employees.	OHS is at the crux of IndiaMART's strategy. The organisation strives to provide a safe working environment by ensuring strict adherence to policies and procedures.	Negative
16	Empowering SMEs and Women Entrepreneurs for Employment Generation	Opportunity	Enabling employment generation and empowering women entrepreneurs through lead generation and listings on the Company website/portal.	NA	Positive
17	Diversity and Inclusion	Opportunity	Diversity and inclusion are two interconnected concepts - but they are far from interchangeable. Diversity is the representation or the make-up of an entity. Inclusion is about how well the contributions, presence and perspectives of different groups of people are valued and integrated into an environment.		Positive
18	Human Rights	Risk	Human Rights are non-discriminatory rights inherent to all human beings, regardless of gender, nationality, place of residency, sex, ethnicity, religion, colour or any other categorisation. This aspect involves the training of employees and security personnel human rights, assessment of business operations on human rights, and screening the investment agreements and contracts for human right elements.	Human rights agenda is a priority and is included in our risk assessment and management framework. The organisation takes informed business decisions based on all the factors of human rights.	Negative
19	Customer Relationship Management	Risk	Customer Relationship is significant for the business for innovating services as per consumer and market needs and effective turnaround time for resolving grievances and maintaining trust, continuity and relationship.	IndiaMART's approach to CRM is centred around customer-centricity. The company strives to provide its customers with best products and services considering their impact on environment.	Negative

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No	Particulars
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.
P2	Businesses should provide goods and services in a manner that is sustainable and safe.
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains.
P4	Businesses should respect the interests of and be responsive to all its stakeholders.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect and make efforts to protect and restore the environment.
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.
P8	Businesses should promote inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure Questions	P1 (Please refer Point P1)	P2 (Please refer Point P2)	P3 (Please refer Point P3)	P4 (Please refer Point P4)	P5 (Please refer Point P5)	P6 (Please refer Point P6)	P7 (Please refer Point P7)	P8 (Please refer Point P8)	P9 (Please refer Point P9)
----------------------	-------------------------------	-------------------------------	-------------------------------	-------------------------------	-------------------------------	-------------------------------	-------------------------------	-------------------------------	-------------------------------

### Policy and management processes

<b>1. a. Whether your company's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)</b>	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
<b>b. Has the policy been approved by the Board? (Yes/No)</b>	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
<b>c. Web Link of the Policies, if available</b>	The following policies can be accessed through the Company's website: <a href="https://investor.indiamart.com/CorporateGovernance.aspx">https://investor.indiamart.com/CorporateGovernance.aspx</a> <ol style="list-style-type: none"> <li>Business Responsibility Policy</li> <li>Code of Conduct for Directors and Senior Management Personnel</li> <li>Related Party Transaction Policy</li> <li>Vigil Mechanism Whistle-blower Policy</li> <li>CSR Policy</li> <li>Policy on Board Diversity</li> </ol> Additional policies for employees are communicated and are accessible to them via the Company Intranet i.e., Web ERP								
<b>2. Whether the company has translated the policy into procedures. (Yes/No)</b>	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
<b>3. Do the enlisted policies extend to your value chain partners? (Yes/No)</b>	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes

Disclosure Questions	P1 (Please refer Point P1)	P2 (Please refer Point P2)	P3 (Please refer Point P3)	P4 (Please refer Point P4)	P5 (Please refer Point P5)	P6 (Please refer Point P6)	P7 (Please refer Point P7)	P8 (Please refer Point P8)	P9 (Please refer Point P9)
<b>4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, and Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your company and mapped to each principle.</b>	The Company has adopted various international frameworks such as: <ul style="list-style-type: none"> <li>ISO 22301:2019 Business Continuity Management</li> <li>ISO 14064-1:2016 Greenhouse Gases</li> <li>ISO 27001:2013 Information Security Management System</li> <li>ISO 27701:2019 Privacy Information Management Standard</li> <li>ISO 31000:2018 Enterprise Risk Management</li> </ul>								
<b>5. Specific commitments, goals and targets set by the company with defined timelines, if any.</b>	IndiaMART is committed to its ESG journey and is working towards creating greater awareness amongst its buyers with respect to sustainable products. The Company is actively promoting green products in order to promote a sustainable way of living for all.								
<b>6. Performance of the company against the specific commitments, goals and targets along-with reasons in case the same are not met.</b>	Not Applicable								
<b>Governance, leadership and oversight</b>									
<b>7. Statement by director responsible for the business responsibility report, highlighting ESG challenges, targets and achievements (listed company has flexibility regarding the placement of this disclosure)</b>	Refer Message from the MD & CEO								
<b>8. Details of the highest authority responsible implementation and oversight of the Business Responsibility policy (ies).</b>	Mr. Prateek Chandra Chief Financial Officer (Also, designated as the Business Responsibility Head) <a href="mailto:cfo@indiamart.com">cfo@indiamart.com</a> +91-120-6777777								
<b>9. Does the company have a specified Committee of the Board/ Director responsible for decision making on Sustainability related issues? (Yes/No). If yes, provide details.</b>	Yes, IndiaMART has a Board-level Corporate Social Responsibility & Sustainability Committee chaired by the Independent Director Mr. Vivek Narayan Gour. The Company continuously strives to implement and adhere to industry best practices on governance and sustainability. The Committee shall ensure implementation of key sustainability strategies and policies and guide IndiaMART in designing models & techniques to foster sustainable business operations. The company's success depends on empowering companies, and a key component of its business plan is to have an outstanding influence on people and communities while fostering a future that is sustainable for the company and everyone associated with it.								

**10. Details of review of NGRBCs by the Company:**

Subject for review	Indicate whether review was undertaken by the Director/Committee of the Board/Any other Committee					Frequency (Annually/ Half-yearly/ Quarterly/ Any other – please specify)				
	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Performance against policies and follow up action	above									Periodic assessments are conducted to evaluate performance against all policies, as part of the company's robust governance practice. Follow-up actions are then taken to ensure alignment with the principles.
Compliance with requirements of relevance to principles and rectification of any non – compliance										The Company ensures compliance with all the statutory requirements relevant to the principles

**11. Has the Company carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/ No) If yes, provide the name of the agency.**

P1	P2	P3	P4	P5	P6	P7	P8	P9
No, However the Company performs routine internal audits of all the policies and procedures to ensure complete compliance. The Board is presented with a quarterly report of the assessment and results of the audit. Furthermore, IndiaMART has also obtained a Certification from M/s. Chandrasekaran Associates, Company Secretaries, and Secretarial Auditors of the organisation who tracked the performance of the whistle-blower mechanism.								

**12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:**

Questions	Indicate whether review was undertaken by the Director/Committee of the Board/Any other Committee					Frequency (Annually/ Half-yearly/ Quarterly/ Any other – please specify)				
	P1	P2	P3	P4	P5	P6	P7	P8	P9	
The Company does not consider the principles material to its business (Yes/ No)										
The Company is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)										Not Applicable
The Company does not have the financial or/human and technical resources available for the task (Yes/No)										
It is planned to be done in the next financial year (Yes/No)										
Any other reason (please specify)										

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable**
**Essential Indicators**
**1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	9	<ul style="list-style-type: none"> <li>Presentations are made on various aspects such as business models, risk minimisation procedures, compliance management, recent trends in technology, changes in domestic/overseas industry scenario and business performance of the Company.</li> <li>Presentations on significant amendments in Corporate and other allied laws.</li> <li>Annual strategic meet session conducted by the Company to provide a detailed description to IDs on the progress of ongoing strategic initiatives along with the future opportunities and challenges.</li> <li>Learning and development sessions for Board Members as conducted by external speakers.</li> </ul> Additional meetings or sessions on demand of specific topics.	100%
Key Managerial Personnel	9	<ul style="list-style-type: none"> <li>Presentations are made on various aspects such as business models, risk minimisation procedures, compliance management, recent trends in technology, changes in domestic/overseas industry scenario and business performance of the Company.</li> <li>Presentations on significant amendments in Corporate and other allied laws.</li> <li>Annual strategic meet session conducted by the Company to provide a detailed description to IDs on the progress of ongoing strategic initiatives along with the future opportunities and challenges.</li> <li>Learning and development sessions for Board Members as conducted by external speakers.</li> </ul> Additional meetings or sessions on demand of specific topics.	100%
	3	Training sessions by Senior Level Management	75%
Employees other than BoD and KMPs	62	<ul style="list-style-type: none"> <li>Induction training – Shubhaarambh</li> <li>Skill upgradation training</li> <li>Health and safety training (fire drills, etc.)</li> <li>Sensitising employees on POSH</li> <li>Training sessions by Senior Level Management</li> </ul>	100%
Workers		NA	

**2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):**

Monetary					
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL	NIL	NIL	NIL	NIL
Settlement	NIL	NIL	NIL	NIL	NIL
Compounding fee	NIL	NIL	NIL	NIL	NIL

Non-Monetary				
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Not Applicable. No fines/penalties/punishment/award/compounding fees/settlement amount were paid in proceedings (by the entity or the Directors/KMPs)

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, IndiaMART has a robust Code of Conduct Policy that places great emphasis on anti-corruption and anti-bribery measures. The policy directs all employees and senior management to conduct themselves in a morally upstanding, accountable, and transparent manner, serving as a declaration of the company's dedication to honesty and high moral standards based on a zero-tolerance concept. The Code serves as a charter to help employees maintain a balance and make decisions in cases of conflict of interest. Additionally, all employees of the company are required to adhere to various anti-bribery and anti-corruption laws and regulations. To ensure adherence to the policy, new employees receive a copy of the policy to read upon joining, and all existing associates are regularly informed of the policy. Furthermore, the company conducts training programs throughout the organisation to prevent, identify, and detect anti-corruption issues.

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 23	FY 22
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil

Note: The Company does not employ or engage with 'worker', as defined in the guidance note on BRSR, issued by SEBI

**6. Details of complaints with regard to conflict of interest.**

	FY 23		FY 22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	NA	Nil	NA



**7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable, as zero cases of corruption or conflicts of interest were recorded during the reporting period.

**Leadership Indicators**

**1. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same**

Yes, the Company has a board-approved Code of Conduct for Directors and Senior Management. The policy lays out well-defined processes in place to avoid/manage conflict of interests involving members of the board. The Company's Code of Conduct states that the Board members and Senior Management of the Company are needed to abstain themselves from discussion, voting, or otherwise influencing a decision on any matter in which they have or may have a conflict of interest. The Company also conducts periodic evaluations to identify potential cases of conflicts of interest. In order to ensure a thorough evaluation of the process, the Company engages with internal as well as external groups through a set stakeholder engagement process.

**PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 23	FY 22	Details of improvements in environmental and social impacts
R&D**	100%	100%	-
Capex*	-	-	-

\*The Company has not incurred any Capex in specific technologies. Refer Note No. 34 of Standalone Financial Statements.

\*\*The Company has continuously invested in technologies to improve the impact of its product & services including their environment and social impact. Refer Note No. 34 of Standalone Financial Statements.

**2. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

IndiaMART being pure internet Company, is relatively less resource intensive in terms of material inputs. However, as a responsible corporate entity the Company endeavours to reduce the environmental impact of its operations.

**2. If yes, what percentage of inputs were sourced sustainably?**

Not Applicable, owing to the nature of business.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Due to the nature of its business, IndiaMART generates a negligible amount of E-Waste. However, the company has well-defined processes in place for the safe disposal of this waste. The majority of E-Waste is handed over to authorized recyclers, ensuring that the waste is disposed of in a safe and responsible manner. In addition to this, the company also refurbishes its IT waste whenever possible, reducing the amount of waste that needs to be disposed of.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Not Applicable, owing to the nature of business.

**PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains**

**Essential Indicators**

**1. a. Details of measures for the well-being of employees:**

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent employees</b>											
Male	3629	3629	100	3629	100	NA	NA	3629	100	NA	NA
Female	954	954	100	954	100	954	100	NA	NA		
<b>Total</b>	<b>4583</b>	<b>4583</b>	<b>100</b>	<b>4583</b>	<b>100</b>	<b>954</b>	<b>100</b>	<b>3629</b>	<b>100</b>		
<b>Other than Permanent employees</b>											
Male											
Female										Not Applicable	
<b>Total</b>											

**b. Details of measures for the well-being of workers:**

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent employees</b>											
Male											
Female										Not Applicable	
<b>Total</b>											
<b>Other than Permanent employees</b>											
Male											
Female										Not Applicable	
<b>Total</b>											

Note: The Company does not employ or engage with 'worker', as defined in the guidance note on BRSR, issued by SEBI

**2. Details of retirement benefits, for Current Financial Year and Previous Financial Year**

Benefits	FY 23			FY 22		
	No. of employees covered as a % of total employees	No. of workers covered a a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	57%		Y	44%		Y
Gratuity	100%	NA	Y	100%	NA	Y
ESI	0.2%		Y	1.25%		Y
Others – please specify						Not Applicable

**3. Accessibility of workplace**

**Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, IndiaMART office is well equipped with ramps, lifts, and handrails for stairwells to facilitate the movement of differently abled individuals as per the requirements on the Rights of Persons with Disabilities Act, 2016.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

The Company believes in rendering equal opportunities and does not discriminate in any aspects of employment including recruiting, hiring, promotion, demotion, transfer, termination, compensation, benefits and training. It operates in a diverse society, and understands that its customers, as well as its diverse talent pool, have varied characteristics and different experiences, needs, and aspirations. The company strives to provide a safe and healthy work environment to the employees, where everyone has the opportunity to reach their full potential and contribute to the Company's business success.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%		
Female	100%	56%	Not Applicable	
<b>Total</b>	<b>100%</b>	<b>62%</b>		

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief**

	Yes/No (If Yes, then give details of the mechanism in brief)
<b>Permanent Workers</b>	Not Applicable
<b>Other than Permanent Workers</b>	Not Applicable
<b>Permanent Employees</b>	Yes
<b>Other than Permanent Employees</b>	Not Applicable

The Whistle Blower Mechanism as adopted by the Company renders its Employees, Customers, Vendors, Contractors, and other Stakeholders to report any concerns or grievances pertaining to any potential or actual violation of Company's Code of Conduct or any unethical behaviour.

The Company takes various measures to create awareness about the whistle-blower mechanism amongst the employees and other stakeholders including mailers, training programs, presentations, sessions, etc. to encourage any person to bring genuine, ethical and legal concerns, violations and suspected fraudulent behaviour of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.

All the employees are educated about the whistle-blower mechanism as the Whistle-Blower Policy of the Company is made available on the intranet and accessible to all its employees irrespective of their work location.

The Chairman of the Audit Committee has exclusive access to designated email ID viz. [chairmanauditcommittee@indiamart.com](mailto:chairmanauditcommittee@indiamart.com). The Audit Committee reviews and monitors the proper functioning of whistle blower/vigil mechanism of the Company.

Additionally, the Company has a proactive mechanism whereby the complaints and grievances can be registered by the users through following web-based form, email, 24X7 toll-free number, social media handles, etc.

Through ongoing proactive grievance redressal mechanism and corrective steps undertaken, the Company endeavours to minimize grievances and complaints.

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity**

Category	FY 23			FY 22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<b>Total Permanent Employees</b>						
Male						
Female						Not Applicable
<b>Total Permanent Worker</b>						
Male						
Female						

**8. Details of training given to employees and workers:**

Category	FY 23					FY 22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	3629	3629	100%	3629	100%	2806	2806	100%	2806	100%
Female	954	954	100%	954	100%	866	866	100%	866	100%
<b>Total</b>	<b>4583</b>	<b>4583</b>	<b>100%</b>	<b>4583</b>	<b>100%</b>	<b>3672</b>	<b>3672</b>	<b>100%</b>	<b>3672</b>	<b>100%</b>

**9. Details of performance and career development reviews of employees and worker:**

Category	FY 23				FY 22			
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)	No. (F)	% (F/D)
Male	3629	100%	3629	100%	2806	100%	2806	100%
Female	954	100%	954	100%	866	100%	866	100%
<b>Total</b>	<b>4583</b>	<b>100%</b>	<b>4583</b>	<b>100%</b>	<b>3672</b>	<b>100%</b>	<b>3672</b>	<b>100%</b>

**10. Health and safety management system:**

**1. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

IndiaMART has a well-defined safety process in place for all its employees to prevent any accidental hazards in its offices. The processes are communicated to all the employees on a periodic basis.

**2. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Owing to the nature of business, since the Company is in the business of rendering internet services, there are no significant work-related hazards identified.

**3. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Not Applicable owing to the nature of business.

**4. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, all employees of IndiaMART have been covered under Accident Insurance. The Company provides complete support to its employees in cases of non-occupational medical emergencies.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 23	FY 22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees		
	Workers		
Total recordable work-related injuries	Employees		
	Workers		Not Applicable owing to the nature of business
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

IndiaMART places great emphasis on the safety and wellbeing of all its employees and strives to provide a safe work environment to all. All the employees are mandated to participate in Mock Drill trainings for Fire Safety and Earthquake Evacuation on a periodic basis as a part of routine safety measures. In order to prevent unauthorised access to the office premises for the safety of employees, biometric scans and electromagnetic locks are placed on the main entrances to the premises. All office floors are well equipped with CCTV cameras and other security systems. Furthermore, IndiaMART ensures that all the security personnel are regularly trained on fire and earthquake evacuation.

**13. Number of Complaints on the following made by employees and workers:**

	FY 23			FY 22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

**14. Assessments for the year**

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	IndiaMART has undertaken no external assessments so far.
Working Conditions	

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions**

Not Applicable, owing to the nature of business.

**Leadership Indicators**
**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N)**

Yes

**2. Provide the number of employees/workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

Not Applicable owing to the nature of business.

**3. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

The philosophy behind IndiaMART's people management is to empower its employees through a broad range of initiatives directed towards their holistic growth. It believes in continuous learning and keeping abreast of the latest technologies and processes. All employees are provided with training and capacity building opportunities to continuously upskill them.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**
**Essential Indicators**
**1. Describe the processes for identifying key stakeholder groups of the entity.**

IndiaMART strives to maintain dynamic and strategic stakeholder engagement process where it identifies key stakeholder groups from the larger universe of all possible stakeholders. This is done after considering the material influence each group has on the Company's ability to create value (and vice-versa). The Company has a robust stakeholder engagement approach to interact with the identified stakeholders. The company has formally identified six internal and external stakeholder groups with the use of this methodology: Buyers, Suppliers, Community, Regulators/Policyholders, Employees, Investors and stakeholders.

**2. List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Buyers	No	<ul style="list-style-type: none"> <li>Periodic feedback through surveys Calls, SMS, WhatsApp, email support</li> <li>Website and mobile app</li> <li>Chat/email</li> <li>Buyer meets, workshops, conferences, webinars</li> </ul>	Regularly	<ul style="list-style-type: none"> <li>Discovery of diverse set of products with ease</li> <li>Better prices and ease of payment Access to reliable suppliers</li> </ul>
Suppliers	No	<ul style="list-style-type: none"> <li>Periodic feedback through survey, Calls, SMS, WhatsApp, email support</li> <li>Website and app</li> <li>CRM – Lead Manager</li> <li>Account managers for paying subscription suppliers</li> </ul>	Regularly	<ul style="list-style-type: none"> <li>Sustained BuyLeads and access to buyer profiles</li> <li>No unsolicited calls</li> <li>Assistance in lead and order management</li> </ul>
Community	No	<ul style="list-style-type: none"> <li>CSR activities</li> <li>Meetings with NGOs and community representatives</li> <li>Volunteering activities</li> </ul>	Quarterly/Half-yearly/Annually	<ul style="list-style-type: none"> <li>Community welfare activities</li> <li>Employment opportunities</li> </ul>
Regulators/ Policymakers	No	<ul style="list-style-type: none"> <li>Compliance monitoring and management</li> <li>Ethical business practices</li> <li>Participation in industry bodies and forums</li> </ul>	Quarterly/Half-yearly/Annually	<ul style="list-style-type: none"> <li>Compliance with laws and regulations</li> <li>Contributing to nation development</li> <li>Panel discussion with regulatory body and industry associations</li> </ul>
Employees	No	<ul style="list-style-type: none"> <li>Regular meetings with the senior management and leadership team</li> <li>Informal team interactions</li> <li>Engagement activities</li> <li>Employee feedback survey</li> <li>Regular training programme</li> <li>Internal communication</li> </ul>	Daily	<ul style="list-style-type: none"> <li>Learning and Development initiatives</li> <li>Growth opportunities</li> <li>Fair and transparent remuneration structure</li> <li>Health, Wellness and safety work environment</li> <li>Work-life balance</li> </ul>
Investors & Shareholders	No	<ul style="list-style-type: none"> <li>Comprehensive disclosures – investor presentation, quarterly audited financial statements, annual report, other publications</li> <li>Quarterly earnings call and regular investor (institutional or individual) interactions</li> <li>General Meetings (AGMs / EGMs)</li> <li>Company website</li> <li>Media articles</li> </ul>	As and when required	<ul style="list-style-type: none"> <li>Transparent disclosures and communication</li> <li>Business growth</li> <li>Dividend and capital appreciation</li> <li>Robust business model with prudent financial management</li> <li>Good governance</li> </ul>

**Leadership Indicators**

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

IndiaMART undertakes periodic materiality assessments during which it interacts with its key stakeholders on matters of environment, economy and social importance. The Company takes into consideration their feedback through various rounds of consultation and feedback which is then communicated to the Board through the Sustainability and CSR Committee. The Board in conjunction with the committee takes up appropriate measures to focus on the prioritised material topics.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

IndiaMART has a well-defined stakeholder engagement process in place to take into consideration inputs from all its stakeholders including shareholders on topics of E, E and S. As per the critical feedback received from its investors, the Company has undertaken various steps to strengthen its ESG disclosures.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

For inclusive and equitable cooperative growth, the company maintains constant communication and engagement with all internal and external stakeholders, including the underprivileged, vulnerable, and marginalised stakeholders, through mechanisms for user feedback, customer support, HR policies, CSR initiatives, shareholder grievances, etc.

The company also pioneered the creation of an online associate programme with the goal of fostering inclusion among the general public, and it was met with a resounding success.

**PRINCIPLE 5 Businesses should respect and promote human rights**
**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 23			FY 22		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Permanent	4583	4583	100%	3672	3672	100%
Other than permanent	-	-	-	-	-	-
Total Employees	4583	4583	100%	3672	3672	100%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 23				FY 22					
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Permanent	4583	Nil	Nil	4583	100%	3672	Nil	Nil	3672	100%
Male	3629	Nil	Nil	3629	100%	2806	Nil	Nil	2806	100%
Female	954	Nil	Nil	954	100%	866	Nil	Nil	866	100%
<b>Other than Permanent</b>										
Male	Not Applicable									
Female	Not Applicable									

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	5 <sup>^</sup>	13,60,000	2 <sup>*</sup>	- <sup>**</sup>
Key Managerial Personnel#	4 <sup>^</sup>	32,25,523/-	-	-
Employees other than BoD and KMP#	3625	47,518/-	954	34,883/-

<sup>\*</sup> Ms. Elizabeth Lucy Chapman resigned as an Independent Director of the Company w.e.f. October 07, 2022. Further, Ms. Pallavi Dinodia Gupta was appointed as an Independent Director of the Company w.e.f. October 20, 2022.

<sup>\*\*</sup> The median remuneration/salary/wages is provided only for those directors who have drawn remuneration from the Company for the FY 2023.

<sup>^</sup> Board of Directors and Key Managerial Personnel include Mr. Dinesh Chandra Agarwal, Managing Director & Chief Executive officer and Mr. Brijesh Kumar Agrawal, Whole-Time Director of the Company.

# Calculated on total monthly cost to company basis excluding ESOP perquisite and sales Incentives.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

IndiaMART has robust processes in place to for employees to address their complaints or grievances to the Human Resource department or to the Senior Management. There shall be no retaliation or reprisal taken against any employee or associate who raises concerns. A committee may be formed or delegated to investigate the reported issues. The Committee is responsible for evaluating the reported issues and ensuring that they are addressed and rectified. In collaboration with Senior Management, the Committee may also recommend a suitable resolution.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues

The Company is committed to uphold the dignity of every individual engaged or associated with the Company and eludes all kinds of discrimination. The Employee Code of Conduct lays down the acceptable employee behaviour on various aspects including human rights. All employees, with direct interface to customers, are trained to be polite and courteous to customers under all circumstances. This focus on human rights extends towards all its interactions with stakeholders with utmost importance placed on fairness and transparency. The Company also inculcates its Core Values i.e., Teamwork, Responsible, Integrity and Passion (TRIPS) in its employees as part of their induction training 'Shubhaarambh'. All elements of equality for the company are covered by policies on human rights, which also include the company's other rules like the employee code of conduct, sexual harassment prevention, and whistle blower policies. In order to maintain high levels of customer service and ensure ethical business practises across its value chain, the firm has established a code of conduct for its service providers. By assuring adherence to this code of conduct, the company aims to provide its suppliers and customers with services that are of the highest calibre possible. The code of conduct for service providers prohibits engaging in unlawful practises, discloses any conflicts of interest, and forbids any antitrust breaches.

6. Number of Complaints on the following made by employees and workers:

	FY 23			FY 22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour/ Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	NA	NA	NA	NA	NA	NA
Other human rights related issues	Nil	Nil	NA	Nil	Nil	NA

**7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

IndiaMART, while dealing with the complaints of discrimination or harassment ensures that every care is taken to conduct the enquiry in a peaceful manner for avoiding any stressful conditions. The entire process is carried out in a highly confidential manner. The Company has a set PoSH policy which states that all members of the committee and those entrusted to record keeping, as well as any staff member questioned about an issue, are bound by a duty of confidentiality at all times and must keep all paperwork and information exchanged in the process confidential. Harsh or insulting behaviour of anyone participating in or conducting grievance proceedings is not at all tolerated. Any such behaviour will be viewed as misconduct under the Organisation's disciplinary policies and strict actions will be taken against such unethical behaviour.

**8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes, our business agreements and contracts include provisions for upholding human rights. These requirements are explicitly mentioned in our code of conduct, which is annexed in our business agreements and contracts.

**9. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	
Forced/involuntary labour	
Sexual harassment	IndiaMART has not conducted any external assessments during the reporting period
Discrimination at workplace	
Wages	
Others – please specify	

**10. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.**

Not Applicable

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**
**Essential Indicators**
**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	Unit	FY 23
Total electricity consumption (A)	kWh	429,047.8
Total fuel consumption (B)	kWh	14,399
Energy consumption through other sources (C)	-	-
<b>Total energy consumption (A+B+C)</b>	kWh	443,446.8
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	kWh/turnover in ₹ (millions)	45.001
Energy intensity (optional) – the relevant metric may be selected by the entity		-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No, IndiaMART has not conducted any external assurance for its electricity consumption.

**2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Owing to the nature of business, IndiaMART does not have any sites/facilities as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

**3. Provide details of the following disclosures related to water, in the following format:**

IndiaMART's water consumption is limited to drinking water and sanitation. However, the Company undertakes multiple initiatives to save this resource wherever possible. Since the Company operates out of leased premises and owing to the nature of business, there is no ground or surface water withdrawal.

**4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Not applicable as per the ownership of the Company

**5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

We report on GHG emissions. However, given our sector, details of air emissions other than GHG is not material to us.

**6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 23	FY 22
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	15.42	5.11
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	347.53	310.72
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	tCO <sub>2</sub> e	362.94	315.83
<b>Total Scope 1 and Scope 2 emission intensity (optional)– the relevant metric may be selected by the entity</b>	tCO <sub>2</sub> e/turnover in ₹ (millions)	0.04	0.04

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No, IndiaMART has not conducted any external assurance

**7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

To measure its carbon footprint, IndiaMART calculates all greenhouse gas emissions from both direct and indirect operations. The company is dedicated to reducing its overall emissions resulting from operations. To achieve this goal, the company continuously evaluates how its operations affect the environment, identifies key factors that contribute to its impact, and develops efficient carbon-reduction measures to reduce its carbon footprint. One of the key ways IndiaMART achieves this is by ensuring low electricity consumption through a variety of energy-saving measures. These measures include the installation of energy-efficient heating and cooling systems to replace fossil fuel heating, enhancing appliance energy efficiency by switching them off while not in use, bringing greater control over the being heated, using LED lighting, insulating buildings to prevent heat loss, and installing solar rooftops at its corporate headquarters. All of these measures are essential steps in lowering greenhouse gas emissions. By periodically assessing the overall effect on the natural environment, identifying primary factors that contribute to its impact, and developing successful carbon reduction initiatives, IndiaMART continuously aims to achieve deeper decarbonisation.

**8. Provide details related to waste management by the entity, in the following format:**

IndiaMART is an online B2B marketplace and is solely a service provider and hence there is no significant waste generated from our operations.

**9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

As part of the Company's operations, negligible e-waste is generated by the Company which is dealt with as per the requisite laws. Owing to the nature of business of IndiaMART, the only significant source of waste is E-waste. The main category of waste, e-waste primarily arises from discarded electrical and electronic devices. In order to safely manage this, the Company undertakes safe disposal and facilitation of recycling of e-waste by handing it over to certified recyclers. The company also Refurbishes its IT assets when possible.

The dry waste at the Company primarily arises from paper usage. The company has been consistently focussing on reducing consumption of paper through extensive digitalisation across the value chains and functions. As an activity of resourcefulness, the waste papers as generated in the offices are shredded and are further recycled for turning them into new paper products as a part of wastepaper recycling service.

Our initiatives strive to meet sustainability goals of waste reduction and more efficient resource utilisation.

**10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:**

Not Applicable, as the Company does not have offices in/around ecologically sensitive areas.

**11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Not Applicable

**12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes, IndiaMART is compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment Protection Act and Rules.

**Leadership Indicators**

**1. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable

**2. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as the outcome of such initiatives, as per the following format:**

Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. The Company aims to have negligible negative impact on the environment by identifying ways to optimize resource consumption in its operations, although the very nature of the businesses of the Company, internet enabled online marketplace, has limited impact on environment. However, the Company complies with applicable environmental regulation in respect of premises and its operation.

Some of the initiatives undertaken by the Company on a continuous basis to address environmental issues and focus on a responsible and sustainable business growth including during the year under review, are listed below:

**Steps taken or impact on conservation of energy:**

- i. Offering a robust platform for free web presence of green products and enabling its reach across the country. The Company has made substantial investment in creation of categories and catalogues ('VFCP') of sustainable products manufactured using toxic-free ingredients and environmentally friendly procedures which are designed to minimize environmental impacts and promote the adoption of an eco-conscious lifestyle.
- ii. Our cloud-based ERP application mobile extension and digital L&D initiatives helped in quickly transforming all the processes and enabling the teams to work from the safety of their homes.

- iii. Rationalisation of usage of electrical equipment - air conditioning system office illumination beverage dispensers desktops.
- iv. In compliance with the COVID-19 guidelines the temperature setpoints have been revised to ensure less power consumption.
- v. As a consequence to the hybrid model being followed by IndiaMART, employees are commuting to the office lesser than earlier. Thereby reducing fuel and resource wastages.
- vi. In addition to employing energy efficient technology and methods in our data centres, best business practices are employed when it comes to cloud computing service infrastructure. The Company's data centre operations provider is certified with 'Green Globes', a green building initiative; 'Energy Star' for energy efficiency and the buildings are 'LEED' certified.
- vii. Planned Preventive Maintenance (PPM) schedule put in place for electro-mechanical equipment.
- viii. Multiple initiatives are undertaken to educate employees about environmental impacts and drive environmentally sustainable business operations including:
  - Focus on paperless working in our offices;
  - Encouraging employees to turn off lights in unoccupied conference rooms and cabins for saving energy costs;
  - Work from home/ remote working leading to lesser electricity consumption;
  - Usage of energy efficient illumination fixtures by installing green products/LED lights in offices for reducing electricity;
  - Video conferencing leading to lesser travel;
  - Power factor rationalisation;
  - Signage timings rationalisation.
- ix. Best Practices adopted by the company during FY 2023:
  - a) Sensor Based Water Taps:  
Sensor based water taps are installed in all the facilities for a touch free environment. This initiative helps in promoting hygiene and helped the company to conserve water and minimize the water wastage.
  - b) Regular Room Temperature Monitoring:  
Regular monitoring of room temperature helps to maintain temperature and humidity levels.
  - c) Air Quality Monitoring:  
The Company has installed the air quality system which helps to manage and take necessary actions as required to maintain our indoor air quality.

**3. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes, IndiaMART recognizes the strategic importance of business continuity and disaster recovery planning. They have established policies in support of the Business Continuity Management System (BCMS) and assigned responsibility for enterprise-level BCMS program management to the respective departments and functions. The overall purpose of this Business Continuity Management System (BCMS) is to fully and reliably ensure the continued efficient operation of the critical business functions and associated services in a manner which manage, mitigate, and recover from disruptive incidents. The Company has established and implemented and shall maintain and continually improve the business continuity management system in accordance with ISO 22301:2019. As a part of the BCMS, IndiaMART proactively identifies and maps potential risks and opportunities and has in place measures to address them and has laid down steps on how to integrate, implement those actions and evaluate their effectiveness.

**4. Disclose any significant adverse impact on the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

There was no reported adverse impact to the environment due to the business activities.

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**
**Essential Indicators**

- 1 a. **Number of affiliations with trade and industry chambers/ associations:** 2
- b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Internet and Mobile Association of India (IAMAI)	National
2	The IndUS Entrepreneurs (TiE)	International

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

No incidents of anti-competitive behaviour reported

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**
**Essential Indicators**

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year**

IndiaMART has not conducted any Social Impact Assessment in the current financial year.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Not applicable

3. **Describe the mechanisms to receive and redress grievances of the community.**

IndiaMART has various mechanisms to receive and redress grievances of various stakeholders. In case any grievances are received from the community members, concerned person can reach out to the company's CSR Team associated with the project. Appropriate actions are taken to address the grievances.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Parameter	FY 23	FY 22
Directly sourced from MSMEs/ small producers		
Sourced directly from within the district and neighbouring districts	Not Applicable	

5. **Details of beneficiaries of CSR Projects:**

S. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
<b>Educational/Infrastructural Facilities to Underprivileged</b>			
1	M.M. Hills Karnataka place	3000+ students	100%
2	Sadat Inter College	~450 Students	100%
<b>Foundation Learning and Numeracy</b>			
3	Tech solution support to parents	74,000+ Parents	100%
4	Academic excellence in Arithmetic & English	~ 660 Students	100%
<b>Skill Development</b>			
5	Upskilling of Teachers	2000+ teachers	100%
6	EMC curriculum and business blasters	10,00,000+ Students and 13,500+ High School Teachers	100%
7	Skill Development of youth	~330 Candidates	100%

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**
**Essential Indicators**

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Company has in place a clearly defined system for appropriate redressal of customer complaints.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
<b>Environmental and social parameters relevant to the product</b>	
<b>Safe and responsible usage</b>	Not Applicable
<b>Recycling and/or safe disposal</b>	

3. **Number of consumer complaints in respect of the following:**

	FY 23			FY 22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	24	63	NA	16	57	NA
Other	Nil					

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		Not Applicable

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web link to the policy.**

As a tech-driven organisation, cyber security continues to pose the biggest threat to business continuity, including the inability to prevent third parties, especially rivals, from infringing our intellectual property rights.

Some of the mitigation strategies that are taken into consideration are as follows: -

- Robust governance and oversight frameworks for cybersecurity in place.
- The Information Technology (Reasonable Security Practises and Procedures and Confidential Personal Data or Information) Rules, 2011, provided that you must follow the best practices.
- Undertaken certification in accordance with ISO 27001 guidelines.
- By pursuing ISO 22301:2019 certification, the company ensures business continuity through data encryption, data backup, and recovery processes.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

No complaints were received during the reporting period on customer data privacy and marketing communications.

**Leadership Indicators**

- 1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).**

IndiaMART's website has information about all of the products it offers. The web-link for the site is:  
<https://www.indiamart.com/>

- 2. Steps were taken to inform and educate consumers about safe and responsible usage of products and/or services.**

Not Applicable owing to the nature of business which is purely providing a B2B platform for buyer and sellers.

- 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

The company facilitates communication of any potential risk of service disruption or discontinuation to its customers via written notification or phone call, providing a clear explanation for the cause of such action. The company's approach is to offer customers various channels through which they can be notified and have access to information regarding service availability. The company facilitates communication of any potential risk of service disruption or discontinuation to its customers via written notification or phone call, providing a clear explanation for the cause of such action. The company's approach is to offer customers various channels through which they can be notified and have access to information regarding service availability.

- 4. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Not Applicable owing to the nature of business

Annexure - 8

## INFORMATION REGARDING THE EMPLOYEES STOCK OPTION SCHEMES

PARTICULARS	ESOPs	SARs
	(Governed as per IndiaMART Employee Stock Benefit Scheme, 2018)	(Governed as per IndiaMART Employee Stock Benefit Scheme, 2018)
Employee Stock Options (ESOP)/ Stock Appreciation Rights (SAR Units) outstanding at beginning of the year (April 01, 2022) (A)	45,050	277,258
ESOP/ SAR Units granted during the year (B)	-	-
<b>Sub-Total 1 (A+B)</b>	<b>45,050</b>	<b>277,258</b>
ESOP/ SAR Units Vested & Exercised (C)	4,205	208,351
ESOP/ SAR Units Lapsed/Forfeited (D)	5,061	8,841
ESOP/ SAR Units Expired	-	-
<b>Sub-Total 2 (C+D)</b>	<b>9,266</b>	<b>217,192</b>
<b>ESOP/ SAR Units outstanding at the end of year (A+B) - (C+D)</b>	<b>35,784</b>	<b>60,066</b>
ESOP/ SAR Units exercisable at the end of year (March 31, 2023)	-	-
Total number of shares arising as a result of exercise of ESOP/ SAR Units	4,205	182,026
Money realised by exercise of ESOP/ SAR Units (Amount in Rupees)	42,050	18,20,260

**OPTIONS/SAR VESTED:**

During FY 2023, an aggregate of 4,205 ESOP options and 208,351 SAR units were vested to respective grantees covered under IndiaMART Employee Stock Benefit Scheme, 2018 ('ESBS, 2018').

**VARIATION OF TERMS OF OPTIONS/SAR:**

During FY 2023, there was no variation in ESBS, 2018, except the Company has increased the equity pool of the existing number of resultant equity shares of 7,00,000 (Seven Lakh Only) Equity Shares by adding 3,00,000 (Three Lakh Only) fresh equity shares against the SAR units.

**EXERCISE PRICE:**

During FY 2023, ESOP options and SAR units were exercised under the ESBS, 2018 at the following prices:

Particulars	ESOPs	SARs	SARs
Exercise Price (₹)	10	500	10
No. of Options/Units	4,205	201,630	6,721

**EMPLOYEE WISE DETAILS OF THE ESOP OPTIONS/SAR UNITS GRANTED DURING THE YEAR:**

- (i) Key Managerial Personnel:**

NAME OF KEY MANAGERIAL PERSONNEL	ESOP	SAR
Mr. Dinesh Chandra Agarwal, Managing Director & CEO*	Nil	Nil
Mr. Brijesh Kumar Agrawal, Whole-time Director*	Nil	Nil
Mr. Prateek Chandra, Chief Financial Officer	Nil	Nil
Mr. Manoj Bhargava, Company Secretary & Compliance Officer	Nil	Nil

\* Managing Director & CEO and Whole-time Director, also being Promoters of the Company are not entitled to participate in the ESOP Scheme of the Company.

- (ii) Any other employee who received a grant of options in any one year of option amounting to five percent or more of options granted during that year - Nil**

- (iii) Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (including outstanding warrants and conversions) of the Company at the time of grant - Nil**



**Other Details of ESOP:**

S. No.	Particulars	ESOP 2010	ESOP 2012	ESOP 2013	ESOP 2015	ESOP 2016	ESOP 2017	ESOP 2022*	
1	Earnings Per share (EPS)	89.14							
2	Method of calculation of employee compensation cost	Black Scholes method						Refer Note	
3	Difference, if any, between employee compensation cost (calculated using the intrinsic value of stock options) and the employee compensation cost (calculated on the fair value of the options)	Not Applicable							
4	The impact of this difference on profits and on EPS of the Company	Not Applicable							
5(a)	Weighted-average exercise prices of options whose exercise price	Refer Note 28 of Standalone Financials Statements						Not Applicable	
	i) either equals market price; or								
	ii) exceeds market price; or								
	iii) is less than the market price of the stock; or								
5(b)	Weighted fair values of options whose exercise price	Refer Note 28 of Standalone Financials Statements						Not Applicable	
	i) either equals market price; or								
	ii) exceeds market price; or								
	iii) is less than the market price of the stock								
6	Description of method & significant assumptions used during the year to estimate value of options including the following weighted-average information:	Refer Note 28 of Standalone Financials Statements						Not Applicable	
	i) risk-free interest rate;								
	ii) expected life (in years);								
	iii) expected volatility								
	iv) expected dividend yield								
	v) the price of the underlying share in the market at the time of option grant (In ₹)								
7	Impact on the profits and EPS if the Company had followed the accounting policies specified in Clause 13 of the SEBI ESOP Guidelines	Not Applicable							

**Other Details of SAR:**

S. No.	Particulars	SAR 2018	SAR 2021*	SAR 2022*
1	Earnings Per share (EPS)	89.14		
2	Method of calculation of employee compensation cost	Black Scholes method		Refer Note
3	Difference, if any, between employee compensation cost (calculated using the intrinsic value of stock options) and the employee compensation cost (calculated on the fair value of the options)	Not Applicable		
4	The impact of this difference on profits and on EPS of the Company	Not Applicable		
5(a)	Weighted-average exercise prices of options whose exercise price	Refer Note 28 of Standalone Financials Statements		Not Applicable
	i) either equals market price; or			
	ii) exceeds market price; or			
	iii) is less than the market price of the stock; or			
5(b)	Weighted fair values of options whose exercise price	Refer Note 28 of Standalone Financials Statements		Not Applicable
	i) either equals market price; or			
	ii) exceeds market price; or			
	iii) is less than the market price of the stock			
6	Description of method & significant assumptions used during the year to estimate value of options including the following weighted-average information:	Refer Note 28 of Standalone Financials Statements		Not Applicable
	i) risk-free interest rate;			
	ii) expected life (in years);			
	iii) expected volatility			
	iv) expected dividend yield			
	v) the price of the underlying share in the market at the time of units grant			
7	Impact on the profits and EPS if the Company had followed the accounting policies specified in Clause 13 of the SEBI ESOP Guidelines	Not Applicable		

\*Note - ESOP 2022, SAR 2021 & SAR 2022 plan, the stock price as on the day prior to the grant date has been considered as the fair value.

On behalf of the Board  
For **IndiaMART InterMESH Limited**

Place: Noida  
Date: April 28, 2023

Sd/-  
**Brijesh Kumar Agrawal**  
(Whole Time Director)  
DIN: 00191760

Sd/-  
**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN: 00191800

**Annexure – 9**

## DISCLOSURES TO BE MADE PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

**A. CONSERVATION OF ENERGY**

Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. The Company aims to have negligible negative impact on the environment by identifying ways to optimize resource consumption in its operations, although the very nature of the businesses of the Company, internet enabled online marketplace, has limited impact on environment. However, the Company complies with applicable environmental regulation in respect of premises and its operation.

Some of the initiatives undertaken by the Company on a continuous basis to address environmental issues and focus on a responsible and sustainable business growth including during the year under review, are listed below:

**1. Steps taken or impact on conservation of energy:**

- Offering a robust platform for free web presence of green products and enabling its reach across the country. The Company has made substantial investment in creation of categories and catalogues ("VFCP") of sustainable products, manufactured using toxic-free ingredients and environmentally friendly procedures, which are designed to minimize environmental impacts and promote the adoption of an eco-conscious lifestyle.
- Our cloud-based ERP application, mobile extension and digital L&D initiatives helped in quickly transforming all the processes and enabling the teams to work from the safety of their homes.
- Rationalisation of usage of electrical equipment - air conditioning system, office illumination, beverage dispensers, desktops.
- In compliance with the COVID-19 guidelines, the temperature Setpoints have been revised to ensure less power consumption.
- As a consequence, to the hybrid model being followed by IndiaMART, employees are commuting to the office lesser than earlier. Thereby reducing fuel and resource wastages.
- In addition to employing energy efficient technology and methods in our data centres, best business practices are employed when it comes to cloud computing service infrastructure. The Company's data centre operations provider is certified with 'Green Globes', a green building initiative; 'Energy

Star' for energy efficiency and the buildings are 'LEED' certified.

- Multiple initiatives are undertaken to educate employees about environmental impacts and drive environmentally sustainable business operations including:
  - Focus on paperless working in our offices;
  - Encouraging employees to turn off lights in unoccupied conference rooms and cabins for saving energy costs;
  - Work from home/ remote working leading to lesser electricity consumption;
  - Usage of energy efficient illumination fixtures by installing green products/LED lights in offices for reducing electricity;
  - Video conferencing leading to lesser travel;
  - Power factor rationalisation;
  - Signage timings rationalisation.

**viii. Best Practices adopted by the company during FY 2023:**

- Sensor Based Water Taps:**  
Sensor based water taps are installed in all the facilities for a touch free environment. This initiative helps in promoting hygiene and helped the company to conserve water and minimize the water wastage.
- Regular Room Temperature Monitoring:**  
Regular monitoring of room temperature helps to maintain temperature and humidity levels.
- Mass awareness:**
  - Periodic fire drills conducted to ensure that employees are prepared at all times in case of any exigency.
  - Informative mailers rolled out to all employees to ensure safety measures (COVID protocol) is necessarily adhered to.
  - Urgent medical requirements (blood or plasma donation) are communicated to all the employees as and when needed.

**2. Steps taken by the Company for utilising alternate source of energy:**

The business operations of the Company are not energy-intensive, hence apart from steps mentioned above to conserve energy, the management would also explore feasible alternate sources of energy.

At present, we have a total capacity of 505.65 M<sup>3</sup> capacity of rainwater harvesting system and 510W powered solar streetlights in place.

Around 800 Micro Category Green Products are listed on our platform, thereby facilitating and promoting the usage of eco-friendly products.

**3. The capital investment on energy conservation equipment:**

There is no capital investment on energy conservation equipment during the year under review.

**B. TECHNOLOGY ABSORPTION**

- i. **Efforts made towards technology absorption:** NIL
- ii. **Benefits derived like product improvement, cost reduction, product development or import substitution:** NIL
- iii. **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-**
  - (a) **the details of technology imported:** NIL
  - (b) **the year of import:** NIL
  - (c) **whether the technology been fully absorbed:** NIL
  - (d) **if not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** NIL

Place: Noida  
Date: April 28, 2023

Sd/-  
**Brijesh Kumar Agrawal**  
(Whole Time Director)  
DIN: 00191760

**iv. Expenditure incurred on Research and Development:**  
NIL

**Specific areas in which R&D carried out by the Company:** The Company has not carried out R&D in any specific area.

- 1. **Benefits derived as a result of above R&D:** Not Applicable
- 2. **Future plan of action:** The management of the company has not yet decided to carry out any R&D.
- 3. **Expenditure on R&D:** Not applicable

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Foreign Exchange earned in terms of actual inflows and the Foreign Exchange outgo in terms of actual outflows, during financial year 2023 are as follow:

('Amount in ₹ Million')

Particulars	FY 2023	FY 2022
Earnings	83.01	76.81
Outgo	56.32	65.71
Net Foreign Earning (NFE)	26.69	11.10

On behalf of the Board  
For **IndiaMART InterMESH Limited**

Sd/-  
**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN: 00191800

**Annexure - 10**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
**IndiaMART InterMESH Limited**  
CIN: L74899DL1999PLC101534  
1<sup>st</sup> Floor, 29-Daryaganj, Netaji  
Subash Marg, New Delhi-110002

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **IndiaMART InterMESH Limited** and having CIN:L74899DL1999PLC101534 and having Registered office at 1<sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002, India (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and based on declarations received from respective Directors. We hereby certify that as on Financial Year ended on March 31, 2023, none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No.	Name of the Director	DIN	Date of appointment in Company
1.	Mr. Dinesh Chandra Agarwal	00191800	September 13, 1999
2.	Mr. Brijesh Kumar Agrawal	00191760	September 13, 1999
3.	Mr. Dhruv Prakash	05124958	October 28, 2015
4.	Mr. Rajesh Sawhney	01519511	January 27, 2011
5.	Mr. Vivek Narayan Gour	00254383	April 30, 2018
6.	Ms. Pallavi Dinodia Gupta	06566637	October 20, 2022

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Chandrasekaran Associates**  
**Company Secretaries**  
FRN: P1988DE002500  
Peer Review Certificate No: 1428/2021

Sd/-  
**Rupesh Agarwal**  
Managing Partner  
Membership No. A16302  
Certificate of Practice No. 5673  
UDIN: A016302E000201905

Place: New Delhi  
Date: April 27, 2023

## Annexure – 11

## CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

**The Members**

**IndiaMART InterMESH Limited**

1<sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg  
New Delhi-110002

We have examined all relevant records of IndiaMART InterMESH Limited ("**the Company**") for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Chandrasekaran Associates  
Company Secretaries**

FRN: P1988DE002500

Peer Review Certificate No: 1428/2021

Sd/-

**Rupesh Agarwal**

Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: AA016302E000201938

Place: New Delhi

Date: April 28, 2023

## INDEPENDENT AUDITOR'S REPORT

To the Members of IndiaMART InterMESH Limited

### REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

#### Opinion

We have audited the standalone financial statements of IndiaMART InterMESH Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Revenue Recognition - Web Services

See Note 2.3(c) and 19 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company generates revenue primarily from web services and follows a prepaid model for its business.	In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:
Revenue from web services is recognised over the period of the contract as and when the Company satisfies performance obligations by actually rendering the promised services to its customers.	i. We assessed the appropriateness of the revenue recognition accounting policy and its compliance with applicable accounting standards. ii. We evaluated the design and implementation of key internal financial controls and operating effectiveness of the relevant key controls with respect to existence and accuracy of revenue recognition on selected transactions. iii. We, with the involvement of IT specialists, evaluated the design, implementation and operating effectiveness of management's general IT controls and key application controls over the Company's IT systems which govern revenue recognition, including access controls, controls over program changes and interfaces between different systems.
These services are delivered using IT systems which manage very high volume on daily basis and generate reports from which the Company recognises revenue, and hence there is inherent risk around the existence and accuracy of revenue recognition.	iv. We selected a sample of transactions using statistical sampling and performed tests of details including reading the contract, identifying performance obligation and its link with actual rendition to assess whether the criteria for revenue recognition are met.
We have identified revenue recognition from web services as a key audit matter because of the significance of web services revenue to the financial statements and its recognition based on high volume of data generated by internal IT systems.	

#### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**See Note 2.3(c) and 19 to the standalone financial statements**

The key audit matter	How the matter was addressed in our audit
	v. We tested completeness and accuracy of web services revenue and collection from underlying relevant source documents generated by IT systems with accounting system.
	vi. We assessed the adequacy of disclosures in the standalone financial statements.

**Valuation of investments in subsidiaries, associates and other entities**
**See Note 7 and 8 to the standalone financial statements**

The key audit matter	How the matter was addressed in our audit
The Company has significant investments in subsidiaries, associates and other entities amounting to INR 6,507.01 Million, INR 2,552.97 Million and INR 1,661.60 Million respectively, as at 31 March 2023.	In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:
Management keeps track of all investments in reference to their financial performance. In addition, management also performs:	i. We evaluated the design and implementation and also tested the operating effectiveness of key internal financial controls implemented by the Company in relation to the valuation of investments in subsidiaries, associates and other entities.
i. Review of indicators of impairment (if any) on investments in subsidiaries and associates at regular intervals and performs impairment testing if any indicators are noted.	ii. We evaluated the Company's valuation methodology applied in determining the fair value ("recoverable amount") in accordance with relevant applicable Ind AS. Further, we also assessed the objectivity and independence of the Company's specialists involved in the valuation process.
ii. Fair valuation of investments in other entities which are measured at fair value through profit and loss ("FVTPL").	iii. We evaluated the appropriateness of assumptions around the key drivers of the cash flow forecasts such as revenue growth rates and terminal growth rate.
Significant judgements are involved to determine the key assumptions used for the purpose of impairment testing/ fair valuation, such as revenue growth, discount rates, etc. The aforesaid activity of impairment testing/ fair valuation is highly dependent on the assumptions and other inputs considered to carry out such activity.	iv. We also assessed the valuation methodology for recent market transactions and key assumptions adopted in the cash flow forecasts considering current economic scenario, including retrospective reviews to prior year's forecasts against actual results.
We have identified valuation of investments in subsidiaries, associates and other entities as key audit matter because of the complexity involved in determination of key assumptions and judgements for the purpose of impairment testing/ fair valuation of respective investments.	v. We engaged valuation specialists to assess the appropriateness of valuation methodology and market driven assumptions used for assessment of the valuation of investments.
	vi. We tested the arithmetical accuracy of the models.
	vii. We assessed the adequacy of disclosures in the standalone financial statements, including disclosures of key assumptions, judgements and sensitivities.

**OTHER INFORMATION**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- As required by Section 143(3) of the Act, we report that:
    - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    - The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

- In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements - Refer income tax liabilities disclosed in the balance sheet along with Note 26 and Note 35 to the standalone financial statements.
  - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 15 to the standalone financial statements.
  - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 12(2) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate

Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 12(2) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- The final dividend paid by the Company during the year, in respect of the previous year ended 31 March 2022, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. As stated in Note 39 to the standalone financial statements, the Board of Directors of the Company has proposed

- final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
  - As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
 

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Kanika Kohli**  
Partner

Place: Gurugram  
Date: 28 April 2023  
Membership No.: 511565  
ICAI UDIN: 23511565BGYGH9619

**Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of IndiaMART InterMESH Limited for the year ended 31 March 2023**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in every three years. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering e-marketplace services for business needs, which acts as an interactive hub for domestic and international buyers and suppliers. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments and granted unsecured loans to companies and other parties in respect of which the requisite information is as below. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has not made any investments in firms and limited liability partnership.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to other parties as below:
- | Particulars   | Loans (Amount in INR Million) |
|---|-------------------------------|
| Aggregate amount during the year - Others             | 8.92                          |
| Balance outstanding as at balance sheet date - Others | 5.20                          |
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year and the terms and conditions of the grant of loans provided during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not given any loans, or provided guarantees or securities, as specified under section 185 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to investments made. The Company has not provided any loan, security and guarantees as specified under section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:
- | Name of the statute  | Nature of the dues | Amount (INR Million) | Period to which the amount relates | Forum where dispute is pending       |
|----------------------|--------------------|----------------------|------------------------------------|--------------------------------------|
| Income Tax Act, 1961 | Income Tax         | 2.96*                | 2009-10                            | High Court-Delhi                     |
| Income Tax Act, 1961 | Income Tax         | 0.26*                | 2012-13                            | Commissioner of Income Tax Appeals   |
| Income Tax Act, 1961 | Income Tax         | 3.03*                | 2016-17                            | Commissioner of Income Tax Appeals   |
| Finance Act, 1994    | Service Tax        | 6.78                 | 2006-07 to 2011-12                 | CESTAT                               |
| Finance Act, 1994    | Service Tax        | 1.30                 | 2013-14 to 2015-16                 | Commissioner of GST & Central Excise |
| Finance Act, 1994    | Service Tax        | 30.76                | 2013-14 to 2017-18                 | Commissioner of GST & Central Excise |
- \*Represents amount adjusted with brought forward losses/ unabsorbed depreciation in the demand orders calculated basis the applicable tax rate of respective years.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company

- has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. In our opinion and according to the information and explanations given to us, the funds raised by way of private placement of shares during the year ended 31 March 2021 of INR 10,511.99 Million (net of related expenses of INR 189.67 Million) have been utilised for purposes for which such funds were raised. Out of these proceeds, the Company has utilized INR 10,138.43 Million as at March 31, 2023 towards purposes specified in the placement document. The remaining proceeds of INR 373.56 Million have temporarily been invested in liquid instruments.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) In respect of ongoing projects, the Company has transferred the unspent amount to a Special Account within a period of 30 days from the end of the financial year in compliance with Section 135(6) of the said Act.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248WW-100022

**Kanika Kohli**  
Partner

Place: Gurugram  
Date: 28 April 2023  
Membership No.: 511565  
ICAI UDIN: 23511565BGYGHN9619

## Annexure B to the Independent Auditor's Report on the standalone financial statements of IndiaMART InterMESH Limited for the year ended 31 March 2023

### REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE AFORESAID STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### OPINION

We have audited the internal financial controls with reference to financial statements of IndiaMART InterMESH Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records

that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override

of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248WW-100022

**Kanika Kohli**  
Partner

Place: Gurugram  
Date: 28 April 2023  
Membership No.: 511565  
ICAI UDIN:23511565BGYGHN9619



## STANDALONE BALANCE SHEET

as at 31 March 2023

(Amount in INR million, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	118.31	30.27
Capital work in progress	4	1.77	1.77
Right-of-use assets	5	412.60	528.43
Intangible assets	6	0.97	1.63
Investment in subsidiaries and associates	7	8,864.49	2,691.22
<b>Financial assets</b>			
(i) Investments	8	1,857.10	1,768.65
(ii) Loans	8	0.84	0.74
(iii) Other financial assets	8	40.67	39.02
Deferred tax assets (net)	26	19.00	-
Non-current tax assets (net)	18	65.49	231.91
Other non-current assets	11	0.54	24.98
<b>Total Non-current assets</b>		<b>11,381.78</b>	<b>5,318.62</b>
<b>Current assets</b>			
<b>Financial assets</b>			
(i) Investments	8	21,519.68	22,994.11
(ii) Trade receivables	9	15.82	13.26
(iii) Cash and cash equivalents	10	501.09	452.78
(iv) Bank balances other than (iii) above	10	1.66	272.77
(v) Loans	8	4.36	447.68
(vi) Other financial assets	8	134.69	106.86
Other current assets	11	47.30	43.52
<b>Total Current assets</b>		<b>22,224.60</b>	<b>24,330.98</b>
<b>Total assets</b>		<b>33,606.38</b>	<b>29,649.60</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Share capital	12	305.79	305.53
Other equity	13	20,338.31	18,615.88
<b>Total Equity</b>		<b>20,644.10</b>	<b>18,921.41</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
(i) Lease liabilities	15	340.28	462.39
(ii) Other financial liabilities	15	50.50	-
Contract liabilities	17	4,152.24	3,315.19
Provisions	16	184.31	226.12
Deferred tax liabilities (net)	26	-	156.42
<b>Total Non-current liabilities</b>		<b>4,727.33</b>	<b>4,160.12</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Lease liabilities	15	118.80	100.41
(ii) Trade payables	14	-	-
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		254.79	182.96
(iii) Other financial liabilities	15	218.04	194.29
Contract liabilities	17	7,191.74	5,750.78
Other current liabilities	17	349.22	290.16
Provisions	16	66.53	49.47
Current tax liabilities (net)		35.83	-
<b>Total Current liabilities</b>		<b>8,234.95</b>	<b>6,568.07</b>
<b>Total Liabilities</b>		<b>12,962.28</b>	<b>10,728.19</b>
<b>Total Equity and Liabilities</b>		<b>33,606.38</b>	<b>29,649.60</b>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements.  
As per our report of even date

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248W/ W-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Prateek Chandra**  
(Chief Financial Officer)

Place: Noida  
Date: 28 April 2023

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Manoj Bhargava**  
(Company Secretary)

## STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Income:</b>			
Revenue from operations	19	9,388.17	7,507.70
Other income	20	1,128.83	1,078.60
<b>Total income</b>		<b>10,517.00</b>	<b>8,586.30</b>
<b>Expenses:</b>			
Employee benefits expense	21	3,992.19	2,628.47
Finance costs	22	46.79	54.02
Depreciation and amortisation expense	23	192.68	119.01
Other expenses	24	2,779.76	1,758.31
<b>Total expenses</b>		<b>7,011.42</b>	<b>4,559.81</b>
<b>Profit before exceptional items and tax</b>		<b>3,505.58</b>	<b>4,026.49</b>
<b>Exceptional items</b>			
Impairment of investment	7	52.61	-
<b>Profit before tax</b>		<b>3,452.97</b>	<b>4,026.49</b>
<b>Income tax expense</b>			
Current tax	26	919.91	980.47
Deferred tax	26	(188.80)	(52.22)
<b>Total tax expense</b>		<b>731.11</b>	<b>928.25</b>
<b>Net profit for the year</b>		<b>2,721.86</b>	<b>3,098.24</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gain on defined benefit plans		53.16	5.72
Income tax effect	26	(13.38)	(1.44)
		39.78	4.28
<b>Other comprehensive Income for the year, net of tax</b>		<b>39.78</b>	<b>4.28</b>
<b>Total comprehensive income for the year</b>		<b>2,761.64</b>	<b>3,102.52</b>
<b>Earnings per equity share:</b>			
Basic earnings per equity share (INR) - face value of INR 10 each	25	89.14	101.83
Diluted earnings per equity share (INR) - face value of INR 10 each		88.84	100.81
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements.  
As per our report of even date

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248W/ W-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Prateek Chandra**  
(Chief Financial Officer)

Place: Noida  
Date: 28 April 2023

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Manoj Bhargava**  
(Company Secretary)

## STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### (A) EQUITY SHARE CAPITAL (REFER NOTE 12)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
<b>As at 1 April 2021</b>	<b>303.16</b>
Equity shares issued on exercise of ESOP during the year (refer note 12)	0.28
Equity shares issued to Indiamart Employee Benefit Trust during the year	1.73
Equity shares issued during the earlier year to Indiamart Employee Benefit Trust and transferred to employees pursuant to SAR exercised during the year (refer note 12(d))	0.48
Equity shares issued during the year and held by Indiamart Employee Benefit Trust as at year end (refer note 12(d))	(0.12)
<b>As at 31 March 2022</b>	<b>305.53</b>
<b>As at 1 April 2022</b>	<b>305.53</b>
Equity shares issued to Indiamart Employee Benefit Trust during the year (refer note 12(d))	2.10
Equity shares issued during the earlier year to Indiamart Employee Benefit Trust and transferred to employees pursuant to SAR exercised during the year (refer note 12(d))	0.12
Equity shares issued during the year and held by Indiamart Employee Benefit Trust as at year end (refer note 12(d))	(0.36)
Equity shares extinguished on buy back during the year (Refer Note 12(1))	(1.60)
<b>As at 31 March 2023</b>	<b>305.79</b>

### (B) OTHER EQUITY (REFER NOTE 13)

Particulars	Reserves and surplus					Total other equity
	Securities premium	General reserve	Employee share based payment reserve	Capital Redemption Reserve	Retained earnings	
<b>Balance as at 1 April 2021</b>	<b>15,310.77</b>	<b>8.45</b>	<b>97.37</b>	<b>-</b>	<b>446.69</b>	<b>15,863.27</b>
Profit for the year	-	-	-	-	3,098.24	3,098.24
Other comprehensive income for the year	-	-	-	-	4.28	4.28
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,102.52</b>	<b>3,102.52</b>
Issue of equity shares on exercise of share based awards during the year	72.46	-	(69.95)	-	-	2.51
Employee share based payment expense (Refer Note 21)	-	-	102.73	-	-	102.73
Final dividend paid (INR 15/- per share for financial year ended 31 March 2021)	-	-	-	-	(455.16)	(455.16)
<b>Balance as at 31 March 2022</b>	<b>15,383.23</b>	<b>8.45</b>	<b>130.15</b>	<b>-</b>	<b>3,094.05</b>	<b>18,615.88</b>
Profit for the year	-	-	-	-	2,721.86	2,721.86
Other comprehensive income for the year	-	-	-	-	39.78	39.78
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,761.64</b>	<b>2,761.64</b>
Expenses for buy-back of equity shares (Refer Note 12)	-	-	-	-	(12.78)	(12.78)
Tax on buy-back of equity shares (Refer Note 12)	-	-	-	-	(232.59)	(232.59)
Buy-back of equity shares (Refer Note 12)	-	-	-	1.60	(1,000.00)	(998.40)
Employee share based payment expense (Refer Note 21)	-	-	262.50	-	-	262.50
Share based payment pertaining to Subsidiaries	-	-	3.15	-	-	3.15
Issue of equity shares on exercise of share based awards during the year	139.27	-	(139.27)	-	-	-
Final dividend paid (INR 2/- per share for financial year ended 31 March 2022)	-	-	-	-	(61.09)	(61.09)
<b>Balance as at 31 March 2023</b>	<b>15,522.50</b>	<b>8.45</b>	<b>256.53</b>	<b>1.60</b>	<b>4,549.23</b>	<b>20,338.31</b>

Gain of INR 39.78 and INR 4.28 on remeasurement of defined employee benefit plans(net of tax) is recognised as a part of retained earnings for the year ended 31 March 2023 and 31 March 2022 respectively.

The accompanying notes are an integral part of the standalone financial statements.  
As per our report of even date

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248W/W-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Prateek Chandra**  
(Chief Financial Officer)

Place: Noida  
Date: 28 April 2023

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Manoj Bhargava**  
(Company Secretary)

## STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
<b>Profit before tax for the year</b>		3,452.97	4,026.49
<i>Adjustments for:</i>			
Depreciation and amortisation expense	23	192.68	119.01
Interest, dividend and other income	20	(18.30)	(63.27)
Gain on de-recognition of Right-of-use assets	20	(4.71)	(1.76)
Exceptional items	7	52.61	-
Fair value gain on measurement, interest and income from sale of mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust	20	(865.24)	(1,029.68)
Fair value loss on Investment in debt instruments of subsidiaries	20	22.00	45.00
Fair value gain on measurement and income from sale of Investment in other entities	20	(239.80)	(7.72)
Gain on disposal of property, plant and equipment	20	(2.38)	(1.56)
Share-based payment expense	21	262.50	102.73
Gain on sales of investment in Associates	20	(0.28)	-
Finance costs	22	46.79	54.02
Provisions and liabilities no longer required written back	20	(1.33)	(7.30)
<b>Operating profit before working capital changes</b>		<b>2,897.51</b>	<b>3,235.96</b>
<b>Net Changes in:</b>			
Trade receivables		(2.57)	(0.80)
Other financial assets		1.00	(57.41)
Other assets		(3.08)	(6.30)
Other financial liabilities		23.62	0.95
Trade payables		71.83	29.12
Contract liabilities		2,278.01	1,809.57
Provisions and other liabilities		87.47	27.51
<b>Cash generated from operations</b>		<b>5,353.79</b>	<b>5,038.60</b>
Income tax paid (net)		(717.66)	(970.99)
<b>Net cash generated from operating activities</b>		<b>4,636.13</b>	<b>4,067.61</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Proceeds from sale of property, plant and equipment		3.83	1.78
Purchase of property, plant and equipment, other intangible assets and capital advances		(157.98)	(44.15)
Purchase of current investments		(20,081.90)	(27,543.21)
Inter-corporate deposits placed with financial institutions		-	(437.03)
Redemption of inter-corporate deposits placed with financial institutions		417.35	721.60
Investment in subsidiaries, associates and other entities		(6,184.25)	(3,992.72)
Proceeds from sale of investments in subsidiaries, associates and other entities		138.52	-
Loans given to subsidiaries		-	(286.50)
Recovery of loans given to subsidiaries		-	286.50
Proceeds from sale of current investments		21,920.67	27,623.64
Interest and dividend received		516.21	176.96
Investment in bank deposits (includes earmarked balances with bank) (having original maturity of more than three months)		(1.86)	(274.72)
Redemption of bank deposits		272.98	377.97
<b>Net cash used in investing activities</b>		<b>(3,156.43)</b>	<b>(3,389.88)</b>

# STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Repayment of lease liabilities		(80.13)	(70.83)
Interest paid on lease liabilities		(46.79)	(54.02)
Payment of dividends		(60.96)	(455.05)
Expenses for buy-back of equity shares (Refer Note 12)		(12.78)	-
Tax on buy-back of equity shares (Refer Note 12)		(232.59)	-
Buy-back of equity shares (Refer Note 12)		(1,000.00)	-
Proceeds from issue of equity shares on exercise		1.86	4.88
<b>Net cash used in financing activities</b>		<b>(1,431.39)</b>	<b>(575.02)</b>
<b>Net increase in cash and cash equivalents</b>		<b>48.31</b>	<b>102.71</b>
Cash and cash equivalents at the beginning of the year	10	452.78	350.07
<b>Cash and cash equivalents at the end of the year</b>	10	<b>501.09</b>	<b>452.78</b>
Summary of significant accounting policies	2		

Refer Note 36 for amount spent during the years ended 31 March, 2023 and 2022 on construction / acquisition of any asset and other purposes relating to CSR activities.

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248W/ W-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Prateek Chandra**  
(Chief Financial Officer)  
Place: Noida  
Date: 28 April 2023

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Manoj Bhargava**  
(Company Secretary)

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

## 1. CORPORATE INFORMATION

IndiaMART InterMesh Limited ("the Company") is a public company domiciled in India and was incorporated on 13 September 1999 under the provisions of the Companies Act applicable in India. The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India. The Company is an e-marketplace for business needs, which acts as an interactive hub for domestic and international buyers and suppliers. The registered office of the Company is located at 1st Floor, 29-Daryaganj, Netaji Subash Marg New Delhi-110002, India.

The standalone financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 28 April 2023.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Statement of Compliance

The standalone financial statements for the year ended 31 March 2023 have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Companies Act 2013 ("the Act") (as amended from time to time).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR million as per the requirement of Schedule III, unless otherwise stated.

### 2.2 Basis of preparation

The standalone financial statements have been prepared on the historical cost basis as explained in the accounting policies below, except for the following:

- certain financial assets and liabilities measured at fair value where Ind AS requires a different accounting treatment (refer accounting policy regarding financial instruments);
- share-based payments.
- net defined benefit (asset)/liability - Fair value of plan assets less present value of defined benefit obligations.

The preparation of these standalone financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates are significant to the standalone financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

### 2.3 Summary of significant accounting policies

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, to all the periods presented in these standalone financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy.

#### a) Current versus non-current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification. An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- A cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing/servicing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### b) Fair value measurement

The Company measures financial instruments, such as Investment in optionally convertible preference shares (OCRPS), Investment in equity/preference instrument of other entities, investment in mutual

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

funds, exchange traded funds, bonds, debentures, units of investment trust and units of alternative investment funds at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- (ii) Level 2 — inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (iii) Level 3 — Unobservable inputs for the asset

or liability reflecting Company's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the standalone financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for recurring fair value measurement, such as investment in optionally convertible cumulative redeemable preference instruments (OCRPS), investment in compulsory convertible debentures (CCD) and investment in equity/preference instruments of other entities, investment in mutual funds, exchange traded funds, bonds, debentures, units of investment trust and units of alternative investment funds measured at fair value.

External valuers are involved for valuation of significant assets, such as unquoted investments in OCRPS, and investment in equity/preference instruments of other entities. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises the accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for significant estimates and assumptions (Note 3)

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 29)

## c) Revenue from contracts with customers and other income

### Revenue from contracts with customers

The Company is primarily engaged in providing web services. Revenue from contracts with customers is recognised when control of the services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services and excluding taxes or duties collected on behalf of the government.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 3.

The specific recognition criteria described below must also be met before revenue is recognised.

#### Rendering of services

Revenue from web services is recognised based on output method i.e. pro-rata over the period of the contract as and when the company satisfies performance obligations by transferring the promised services to its customers. Revenues from lead based services is recognised based on output method i.e. as and when leads are consumed by the customer or on the expiry of contract whichever is earlier. Activation revenue is amortised over the estimated customer relationship period.

Advertising revenue is derived from displaying web based banner ads and sale of online advertisements. Revenue from banner advertisement is recognised pro rata over the period of display of advertisement as per contract. Revenue from sale of online advertisements is recognised based on output method and the Company applies the practical expedient to recognize advertising revenue in the amount to which the Company has a right to invoice.

#### Contract balances

##### Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section m) Financial instruments.

#### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised. The Company recognises contract liability for consideration received in respect of unsatisfied performance obligations and reports these amounts as deferred revenue and advances from customers in the balance sheet. The unaccrued amounts are not recognised as revenue till all related performance obligations are fulfilled. The Company generally receives transaction price in advance for contracts with customers that run up for more than one year. The transaction price received in advance does not have any significant financing component as the difference between the promised consideration and the cash selling price of the service arises for reasons other than the provision of finance.

#### **Other income**

##### Interest income

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

##### Dividends

Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

## d) Property, plant and equipment

Capital work in progress and property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing parts of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

intervals, the Company depreciates them separately based on their specific useful lives.

Capital work in progress includes cost of property, plant and equipment under development as at the balance sheet date.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets not ready for use at the balance sheet date, are disclosed under capital work- in- progress.

The Company has adopted component accounting as required under Schedule II to the Companies Act, 2013. The Company identifies the components separately, if it has useful life different from the respective property, plant and equipment.

Based on the analysis, Company believes that it does not have any asset having useful life of its major components different from the property, plant and equipment, hence Company believes that there is no material impact on the financial statement of the Company due to component accounting.

Depreciation is calculated on a written down value basis using the rates arrived at based on the useful lives prescribed under Schedule II to Companies Act, 2013. The Company has used the following rates to provide depreciation on its Property, plant and equipment:

Asset	Annual rates
Computers	63.16%
Furniture and fittings	26.89%
Office equipment	45.07%
Vehicles	31.23%

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

The residual values, useful lives and methods of depreciation of property, plant and equipment are

reviewed at each financial year end and adjusted prospectively, if appropriate.

### e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses (if any). Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Unique telephone numbers are amortised on a written down value basis at 40% annually.

Intangibles being Software acquired by the Company are amortised on a written down value basis at 40% annually.

Advances paid towards the acquisition of intangible assets outstanding at each balance sheet date are

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

classified as capital advances and cost of assets not ready for use at the balance sheet date, are disclosed under capital work- in-progress.

### f) Leases

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the

lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Finance leases were capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges were recognised in finance costs in the statement of profit or loss.

A ROU asset was depreciated over the useful life of the asset. However, if there was no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset was depreciated over the shorter of the estimated useful life of the asset and the lease term.

### g) Investment in subsidiaries and associates

The Company records the investment in equity, preference and debt (fixed to fixed only) instruments of subsidiaries and associates at cost less impairment loss, if any.

On disposal of investment in subsidiaries and associates, the difference between net disposal proceeds and the carrying amount is recognised in the Statement of profit and loss.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

### h) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses are recognised in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date to determine whether there is an indication that

previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

### i) Taxes

#### Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (loss) or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (loss) or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **Sales/ value added taxes/ Service tax/ Goods and service tax (GST) paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognised net of the amount of sales/ value added taxes/ GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### j) Provisions and contingent liabilities

#### Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

The Company does not recognise a contingent liability but discloses its existence in the standalone financial statements.

### k) Retirement and other employee benefits

#### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented under other current financial liabilities in the balance sheet.

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

## Post-employment obligations

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan for its employees i.e. gratuity. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

## Other long-term employee benefit obligations

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting period-end. Actuarial gain/loss are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

### l) Share-based payments

Employees of the Company and its subsidiaries also receive remuneration in the form of stock options (ESOP) and stock appreciation rights (SAR) as share based payment transactions under the Company's Employee Stock Option Plan and Employee Stock Benefit Scheme. Both of these are equity settled share-based payment transactions.

The cost of equity settled transactions is determined based on the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves (SBP) in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity settled transaction at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The grant date fair value of share-based payment awards granted to employees of subsidiaries is recognised as receivable from subsidiaries, with a corresponding increase in SBP, as a separate component in equity over the vesting

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

period that the employees become entitled to the awards.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### m) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial assets

##### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial

assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans to employees, trade and other receivables. For more information on receivables, refer to Note 29.

##### Debt instruments at FVTOCI

A 'debt instrument' is classified as at FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

reporting date at fair value. Fair value movements are recognized in other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

### Debt instruments and equity instruments at FVTPL

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Debt instruments and equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing

involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

### **Financial liabilities**

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, security deposits and other payables.

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at fair value through Profit or Loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.



# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

## De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

## Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## n) Foreign currency transactions

The Company's financial statements are presented in INR which is also the Company's functional currency.

## Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item

(i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

## o) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## p) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

## q) Segment reporting

In accordance with Ind AS 108 "Operating Segments", the Company has disclosed the segment information only as part of consolidated financial statements.

## r) Share capital

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## s) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

## t) Adoption of new accounting principles

### Onerous contracts – cost of fulfilling a contract (amendment to Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets)

The amendment clarified that the 'costs of fulfilling a contract' comprise both the incremental costs and allocation of other direct costs. The Company has adopted this amendment effective 1 April 2022 and the adoption did not have any material impact on its financial statements.

## u) Recently issued accounting pronouncements

On 31 March 2023, the Ministry of Corporate Affairs (MCA), notified Companies (Indian Accounting Standards) Amendment Rules, 2023 effective from 1 April 2023. Following are the key amended provisions which may have an impact on the financial statements of the Company:

### Disclosure of accounting policies (amendments to Ind AS 1 - Presentation of Financial Statements)

The amendments intend to assist in deciding which accounting policies to disclose in the financial statements. The amendments to Ind AS 1 require entities to disclose their material accounting policies rather than their significant accounting policies. The amendments provide guidance on how to apply the concept of materiality to accounting policy disclosures. The Company does not expect this amendment to have any significant impact in its financial statements.

### Definition of accounting estimate (amendments to Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors)

The amendments distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

### Deferred tax related to assets and liabilities arising from a single transaction (amendments to Ind AS 12 – Income taxes)

The amendments specify how to account for deferred tax on transactions such as leases. The amendments clarify that lease transactions give rise to equal and offsetting temporary differences and financial statements should reflect the future tax impacts of these transactions through recognizing deferred tax. The Company is evaluating the impact of this amendment, if any, in its financial statements.

Other amendments included in the notification do not have any significant impact on the financial statements.

## 3. SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of standalone financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company has based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

## a) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Company considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has recognised deferred tax assets on the deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.

### b) Share based payment

The Company initially measures the cost of equity-settled transactions with employees using a Black-Scholes-Merton option pricing model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share options and SAR units, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 28.

### c) Impairment of Non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model or other fair value valuation models. In DCF model, the cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

### d) Defined benefit plans (gratuity benefit)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are

determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Further details about gratuity obligations are given in Note 27.

### e) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 29 and 31 for further disclosures.

### f) Useful life of assets considered for depreciation of Property, Plant and Equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at each financial year end.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

### g) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is

reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 4 PROPERTY, PLANT AND EQUIPMENT

	Computers	Office equipment	Furniture and fixtures	Motor vehicles	Total Property, plant and equipment	Capital work in progress (refer note 1 below)
<b>Gross carrying amount</b>						
<b>As at 1 April 2021</b>	<b>105.77</b>	<b>47.21</b>	<b>4.02</b>	<b>3.81</b>	<b>160.81</b>	<b>1.77</b>
Additions for the year	20.28	0.13	-	-	20.41	-
Disposals for the year	(17.70)	(0.55)	-	(0.02)	(18.27)	-
<b>As at 31 March 2022</b>	<b>108.35</b>	<b>46.79</b>	<b>4.02</b>	<b>3.79</b>	<b>162.95</b>	<b>1.77</b>
Additions for the year	170.31	3.65	0.59	7.18	181.72	-
Disposals for the year	(9.19)	(2.26)	(0.58)	(3.75)	(15.78)	-
<b>As at 31 March 2023</b>	<b>269.47</b>	<b>48.18</b>	<b>4.03</b>	<b>7.22</b>	<b>328.90</b>	<b>1.77</b>
<b>Accumulated depreciation</b>						
<b>As at 1 April 2021</b>	<b>97.27</b>	<b>36.47</b>	<b>2.96</b>	<b>2.58</b>	<b>139.28</b>	-
Charge for the year	5.91	4.85	0.30	0.38	11.44	-
Disposals during the year	(17.59)	(0.43)	-	(0.02)	(18.04)	-
<b>As at 31 March 2022</b>	<b>85.59</b>	<b>40.89</b>	<b>3.26</b>	<b>2.94</b>	<b>132.68</b>	-
Charge for the year	86.86	3.13	0.27	1.99	92.25	-
Disposals during the year	(8.82)	(2.08)	(0.50)	(2.94)	(14.35)	-
<b>As at 31 March 2023</b>	<b>163.63</b>	<b>41.94</b>	<b>3.03</b>	<b>1.99</b>	<b>210.59</b>	-
<b>Net carrying value</b>						
<b>As at 1 April 2021</b>	<b>8.50</b>	<b>10.74</b>	<b>1.06</b>	<b>1.23</b>	<b>21.53</b>	<b>1.77</b>
<b>As at 31 March 2022</b>	<b>22.76</b>	<b>5.90</b>	<b>0.76</b>	<b>0.85</b>	<b>30.27</b>	<b>1.77</b>
<b>As at 31 March 2023</b>	<b>105.84</b>	<b>6.24</b>	<b>1.00</b>	<b>5.23</b>	<b>118.31</b>	<b>1.77</b>

**Notes:**

- Capital work in progress (CWIP)

The following table presents the ageing schedule for Capital-work-in progress:

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Projects in Progress</b>	-	-
<b>Projects temporarily suspended</b>		
More than 3 years	1.77	1.77
<b>Total</b>	<b>1.77</b>	<b>1.77</b>

Capital work in progress represents the amount incurred on construction of boundary wall for leasehold land, the project has been temporarily suspended as the Company is in process of evaluating the construction plan and also in the process of planning to seek further extension for construction on leasehold land (refer note 5 for details related to leasehold land).

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 5 RIGHT-OF-USE ASSETS

	Leasehold land (Refer Note 1 below)	Buildings	Total
<b>Gross carrying amount</b>			
<b>As at 1 April 2021</b>	<b>37.12</b>	<b>834.55</b>	<b>871.67</b>
Additions for the year	-	20.25	20.25
Disposals for the year (Refer Note 2 below)	-	(20.20)	(20.20)
<b>As at 31 March 2022</b>	<b>37.12</b>	<b>834.60</b>	<b>871.72</b>
Additions for the year	-	30.04	30.04
Disposals for the year (Refer Note 2 below)	-	(75.79)	(75.79)
<b>As at 31 March 2023</b>	<b>37.12</b>	<b>788.85</b>	<b>825.97</b>
<b>Accumulated depreciation</b>			
<b>As at 1 April 2021</b>	<b>2.30</b>	<b>243.72</b>	<b>246.02</b>
Depreciation for the year	0.46	106.00	106.46
Disposals for the year (Refer Note 2 below)	-	(9.19)	(9.19)
<b>As at 31 March 2022</b>	<b>2.76</b>	<b>340.53</b>	<b>343.29</b>
Depreciation for the year	0.46	99.31	99.77
Disposals for the year (Refer Note 2 below)	-	(29.69)	(29.69)
<b>As at 31 March 2023</b>	<b>3.22</b>	<b>410.15</b>	<b>413.37</b>
<b>Net carrying value</b>			
<b>As at 1 April 2021</b>	<b>34.82</b>	<b>590.83</b>	<b>625.65</b>
<b>As at 31 March 2022</b>	<b>34.36</b>	<b>494.07</b>	<b>528.43</b>
<b>As at 31 March 2023</b>	<b>33.90</b>	<b>378.70</b>	<b>412.60</b>

**Notes:**

- As per the terms of the lease arrangement, the Company was required to complete the construction of building within a defined time from the date of handing over the possession. The Company had obtained extension for construction of building on the leasehold land till 5 July 2021. The project has been temporarily suspended as the Company is in the process of evaluating the construction plan and is also in the process of planning to seek further extension for construction on the leasehold land.
- Disposal includes adjustment on account of lease modifications.
- The Company incurred INR 20.86 for the year ended 31 March 2023 (31 March 2022: INR 3.51) respectively, towards expenses relating to short-term leases and leases of low-value assets.

The following table presents a maturity analysis of expected undiscounted cash flows for lease liabilities as at year end

	As at 31 March 2023	As at 31 March 2022
Within one year	129.34	131.90
Within one - two years	121.57	134.05
Within two - three years	106.29	122.47
Within three - five years	210.48	224.40
Above five years	6.62	122.01
<b>Total lease payments</b>	<b>574.29</b>	<b>734.83</b>

The reconciliation of lease liabilities is as follows:

	As at 31 March 2023	As at 31 March 2022
<b>Opening balance</b>	<b>562.80</b>	<b>634.24</b>
Additions	28.54	19.33
Amounts recognized in statement of profit and loss as interest expense	46.79	54.02
Payment of lease liabilities	(126.92)	(124.85)
Derecognition	(25.69)	(12.78)
Adjustment for lease modifications	(25.11)	-
Liabilities no longer required written back	(1.33)	(7.16)
<b>Balance as at year end (Refer Note 15)</b>	<b>459.08</b>	<b>562.80</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 6 INTANGIBLE ASSETS

	Software	Unique telephone numbers	Total
<b>Gross carrying amount</b>			
As at 1 April 2021	13.73	4.70	18.43
As at 31 March 2022	13.73	4.70	18.43
As at 31 March 2023	13.73	4.70	18.43
<b>Accumulated amortisation</b>			
As at 1 April 2021	11.35	4.34	15.69
Amortisation for the year	0.96	0.15	1.11
As at 31 March 2022	12.31	4.49	16.80
Amortisation for the year	0.57	0.09	0.66
As at 31 March 2023	12.88	4.58	17.46
<b>Net carrying value</b>			
As at 1 April 2021	2.38	0.36	2.74
As at 31 March 2022	1.42	0.21	1.63
As at 31 March 2023	0.85	0.12	0.97

### 7 INVESTMENT IN SUBSIDIARIES AND ASSOCIATES

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Investment in subsidiaries - Unquoted</b>				
<b>Fully paid up - at cost</b>				
Equity shares of INR 10 each in Tradezeal Online Private Limited	1,10,000	1.10	1,10,000	1.10
Equity shares of INR 10 each in Tolexo Online Private Limited	70,01,800	70.02	70,01,800	70.02
Equity shares of INR 10 each in Pay With Indiamart Private Limited	1,00,000	1.00	1,00,000	1.00
Equity shares of INR 10 each in Hello Trade Online Private Limited	60,000	0.60	30,000	0.30
Equity shares of INR 10 each in Busy Infotech Private Limited (Refer note (i) below)	45,000	5,000.00	-	-
Compulsorily Convertible Debentures of INR 100 each in Tradezeal Online Private Limited (Refer Note (ii) below)	93,25,000	932.50	72,00,000	720.00
Compulsorily Convertible Preference Shares of INR 10 each (at premium of INR 51,138 each) in Livekeeping Technologies Private Limited (Refer note (iii) below)	6,843	350.01	-	-
Equity shares of INR 10 each (at premium of INR 51,138 each) in Livekeeping Technologies Private Limited (Refer note (iii) below)	2,147	109.81	-	-
Contractual investment rights in Livekeeping Technologies Private Limited (Refer note (iii) below)		50.50		
		<b>6,515.54</b>		<b>792.42</b>
<b>Impairment allowance for investment in subsidiaries</b>				
Opening balance		(71.42)		(71.42)
Add : Impairment allowance for investment in shares of Livekeeping Technologies Private Limited (Refer note (vi) below)		(52.61)		(124.03)
		<b>6,391.51</b>		<b>721.00</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 7 INVESTMENT IN SUBSIDIARIES AND ASSOCIATES (Contd.)

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Investment in associates - Unquoted</b>				
<b>Fully paid up - at cost</b>				
<b>Investment in Simply Vyapar Apps Private Limited</b>				
Compulsory convertible preference shares of INR 100 each (at premium of INR 52,217.90 each)	5,954	311.50	5,954	311.50
Equity shares of INR 10 each (at premium of INR 52,307.90 each)	10	0.52	10	0.52
Compulsory convertible preference shares of INR 100 each (at premium of INR 2,90,261 each)	1,809	525.26	1,809	525.26
Equity shares of INR 10 each (at premium of INR 2,03,242 each)	444	90.24	444	90.24
Equity shares of INR 10 each and premium of INR 2,90,351 each	137	39.78	-	-
		967.30		927.52
<b>Investment in Mobisy Technologies Private Limited</b>				
Compulsory convertible preference shares of INR 1 each (at premium of INR 776 each)	1,28,593	99.92	-	-
Equity shares of INR 1 each (at premium of INR 776 each)	100	0.07	-	-
Compulsory convertible preference shares of INR 1 each (at premium of INR 836 each)	1,19,474	100.00	-	-
Investment in Compulsory convertible preference shares of INR 1 each (at premium of INR 1,222 each) (Refer note (iv) below)	1,05,607	129.20	-	-
Equity shares of INR 1 each (at premium of INR 837 each)	17,750	14.86	-	-
Investment in Equity shares of INR 1 each (at premium of INR 1,222/- each) (Refer note (iv) below)	17,963	21.98	-	-
Fair value gain recognised through profit and loss till the date entity has become an associate	-	97.87	-	-
		463.90		-
<b>Investment in Ten Times Online Private Limited</b>				
Equity shares of INR 10 each (at premium of INR 40 each)	18,701	0.93	18,701	0.93
Sale of Equity shares of INR 10 each (INR 64.7024) (Refer note (v) below)	18,701	(1.21)	-	-
Gain on sale of Investment during the year		0.28	-	-
<b>Investment in IB Monotaro Private Limited</b>				
Equity shares of INR 10 each (at premium of INR 1,274.15 each)	8,11,250	1,041.77	8,11,250	1,041.77
		<b>2,472.97</b>		<b>1,970.22</b>
<b>Total Investment in subsidiaries and associates</b>		<b>8,864.49</b>		<b>2,691.22</b>
<b>Aggregate carrying value of unquoted investments</b>		<b>8,864.49</b>		<b>2,691.22</b>
<b>Aggregate impairment in value of investments</b>		<b>124.03</b>		<b>71.42</b>

#### Notes:

- During the year ended 31 March 2023, on 6 April 2022 the Company has acquired 100.00% equity ownership on fully converted and diluted basis in Busy Infotech Private Limited at the aggregate consideration of INR 5,000.00 and accordingly, the investment is classified under "Investment in Subsidiaries". This acquisition would help the Company to offer accounting software solutions to businesses in line with its long term vision of enabling businesses.
- The instrument is classified as equity as it meets the 'fixed for fixed' evaluation criteria. Further, the interest on the instrument is payable at the discretion of Tradezeal Online Private Limited.
- During the year ended 31 March 2023, on 23 May 2022 the Company has acquired 51.09% equity ownership on fully converted and diluted basis in Livekeeping Technologies Private Limited (Formerly known as Finlite Technologies Private Limited) at the aggregate consideration of INR 459.82. Considering the percentage of ownership and board representation right of the Company, this investment is classified as investment in subsidiary. Finlite Technologies Private Limited offers value added services to businesses over their existing on premise accounting software. This investment is in line with the Company long term objective of offering various Software as a Service ('SAAS') based solutions for businesses. Fair value of contractual investment right (As per the terms of the Shareholder's agreement) in "Livekeeping Technologies Private Limited" has been recorded in the books of account.
- During the year ended 31 March 2023, the Company has further invested into the shares of Mobisy Technologies Private Limited, thereby increasing its equity ownership on fully converted and diluted basis to 25.08%. Mobisy Technologies Private Limited has become an associate of the Company with effect from 03 November 2022. Fair value gain has been recorded till the date it has become an associate.
- During the year ended 31 March 2023, the Company has sold entire stake in Ten Times Online Private Limited, on 16 March 2023 and consequently the entity has ceased to be an associate.
- During the year ended 31 March 2023, Impairment loss amounting to INR 52.61 has been recorded for "Livekeeping Technologies Private Limited" based on impairment testing performed due to actual performance being lower than projected performance. The said impairment has been classified as an exceptional item in the statement of profit and loss.
- During the year ended 31 March 2023, the Company invested in equity shares of INR 10 each and premium of INR 2,90,351 each in Simply Vyapar Apps Private Limited on fully converted and diluted basis and thereby the total stake becomes 27.45% from 27.00%.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS

#### i) Investments

	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
a) Investment in subsidiaries at FVTPL	115.50	137.50
b) Investment in other entities at FVTPL	1,661.60	1,631.15
c) Investment in debt instruments of associates at FVTPL	80.00	-
	<b>1,857.10</b>	<b>1,768.65</b>
<b>Current</b>		
Investment in mutual funds and exchange traded funds at FVTPL	10,784.53	15,731.30
Investment in bonds and debentures at FVTPL	10,250.96	6,832.57
Investments in Investment Trust- Quoted (measured at FVTPL)	484.19	327.63
Investments in Alternative investment funds at FVTPL	-	102.61
	<b>21,519.68</b>	<b>22,994.11</b>

#### Non-current investments

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>a) Investment in debt instruments of subsidiaries (fully paid-up)</b>				
<b>Unquoted (measured at FVTPL)</b>				
<b>Investment in Tolexo Online Private Limited</b>				
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each (Refer note (i) below)	2,09,89,275		2,09,89,275	
Opening balance		20.71		13.71
Investment made during the year		-		52.00
Fair value loss recognised through profit and loss during the year		(20.71)		(45.00)
				20.71
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each (at premium of INR 90 each) (Refer note (i) below)	12,98,050	1.13	12,98,050	1.13
Fair value loss recognised through profit and loss during the year		(1.13)		-
				1.13
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each (at premium of INR 40 each) (Refer note (i) below)	1,89,000	0.16	1,89,000	0.16
Fair value loss recognised through profit and loss during the year		(0.16)		-
				0.16
<b>Investment in Tradezeal Online Private Limited</b>				
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each (Refer note (i) below)	78,70,000		78,70,000	
Opening balance		60.00		20.00
Investment made during the year		-		40.00
		60.00		60.00
<b>Investment in Pay With Indiamart Private Limited</b>				
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each (at premium of INR 10 each) (Refer note (i) below)	27,75,000	55.50	27,75,000	55.50
				55.50
		<b>115.50</b>		<b>137.50</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS (Contd.)

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>b) Investment in other entities (fully paid up)</b>				
<b>Unquoted (measured at FVTPL)</b>				
<b>Investment in Mobisy Technologies Private Limited</b>				
Compulsory convertible preference shares of INR 1 each (at premium of INR 776 each) (Refer note 7)	-	-	1,28,593	99.92
Equity shares of INR 1 each (at premium of INR 776 each) (Refer note 7)	-	-	100	0.07
Compulsory convertible preference shares of INR 1 each (at premium of INR 836 each) (Refer note 7)	-	-	1,19,474	100.00
Equity shares of INR 1 each (at premium of INR 837 each) (Refer note 7)	-	-	17,750	14.86
Fair value gain recognised through profit and loss till date	-	-	-	7.72
				222.57
<b>Investment in Mynd Solutions Private Limited</b>				
Equity shares of INR 10 each (at premium of INR 87.21 each)	33,36,489	324.34	33,36,489	324.34
Compulsory convertible preference shares of INR 10 each (at premium of INR 149.32 each) (Refer note (iii) below)	15,10,656	240.68	-	-
Sale of equity shares of Mynd Solutions Private Limited (Refer note (iii) below)	(8,61,852)	(137.31)	-	-
Fair value gain on measurement and income from sale of Investment till date	-	149.65	-	577.36
<b>Investment in Zimyo consulting Private Limited</b>				
Compulsory convertible preference shares of INR 10 each (at premium of INR 86306.32/- each)	1,870	161.41	1,870	161.41
Equity shares of INR 10 each (at premium of INR 86,306.32/- each)	100	8.63	100	8.63
		170.04		170.04
<b>Investment in Fleetx Technologies Private Limited</b>				
Compulsory convertible preference shares of INR 10 each (at premium of INR 67,420/- each)	10,323	696.08	10,323	696.08
Equity shares of INR 10 each (at premium of INR 57,315/- each)	3,805	218.12	3,805	218.12
		914.20		914.20
		<b>1,661.60</b>		<b>1,631.15</b>
<b>c) Investment in debt instruments of associates at FVTPL</b>				
<b>Investment in Mobisy Technologies Private Limited</b>				
Investment in Compulsory convertible Debentures of INR 1,000/- each in Mobisy Technologies Private Limited	80,000	80.00	-	-
		80.00		-
<b>Total non-current investments (a+b+c)</b>		<b>1,857.10</b>		<b>1,768.65</b>

#### Notes:

- The Company has invested in optionally convertible cumulative redeemable preference shares ('OCCRPS') of its subsidiaries. Based on the terms of OCCRPS, these have been classified as financial instruments in the nature of financial assets to be measured at fair value. Fair value of these instruments has been determined based on market multiples / replacement cost method / discounted cash flow valuation technique using cash flow projections and discount rate. Gain/loss on subsequent re-measurement is recognised through Statement of Profit and Loss.
- The Company has invested in compulsory convertible preference shares and equity shares of other entities, based on the terms of these instruments they are being measured at fair value through profit and loss.
- During the year ended 31 March 2023, the Company has sold 861,852 equity shares for INR 159.32/- each of Mynd Solutions Private Limited amounting to INR 137.31 and simultaneously purchased 1,510,656 Compulsory convertible preference shares for INR 159.32/- each amounting to INR 240.68. Subsequent to these transactions, the equity ownership on fully converted and diluted basis in Mynd Solutions Private Limited stands at 9.2%.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS (Contd.)

	As at 31 March 2023		As at 31 March 2022	
	No. of units	Amount	No. of units	Amount
<b>Current investments</b>				
<b>Investment in mutual funds and exchange traded funds - Quoted (measured at FVTPL) *</b>				
Aditya Birla Sun Life Short Term Fund	-	-	57,65,040	233.71
Aditya Birla Sun Life Corporate Bond Fund - Regular Growth	-	-	65,08,526	587.00
Aditya Birla Sun Life Corporate Bond Fund	1,16,44,141	1,113.24	1,02,64,505	936.18
Aditya Birla Sun Life Overnight fund	-	-	3,69,605	424.93
Aditya Birla Sun Life Liquid Fund	2,500	0.91	-	-
Aditya Birla Sun Life Nifty SDL Apr 2027 Index Fund	3,91,18,998	409.46	-	-
Axis Corporate Debt Fund	87,77,620	131.42	-	-
Bharat Bond ETF April-2023	4,00,000	491.63	4,00,000	467.94
Bharat Bond ETF April-2025	3,79,992	423.31	3,79,992	411.48
Bandhan Low Duration Fund	-	-	1,52,16,251	484.79
Bandhan Bond Fund - Short Term Plan	-	-	70,06,559	343.30
Edelweiss Arbitrage Fund	-	-	4,36,64,568	719.74
Edelweiss NIFTY PSU Bond Plus SDL Apr 2026 50:50 Index Fund	4,74,76,047	525.57	4,74,76,047	509.92
Edelweiss CRISIL IBX 50:50 Gilt Plus SDL Apr 2037 Index Fund	4,77,54,473	500.05	-	-
HDFC Short Term Debt Fund	-	-	52,05,920	136.49
HDFC Short Term Debt Fund	-	-	6,93,662	17.82
HDFC Low Duration Fund	1,54,29,585	810.37	2,49,68,530	1,243.14
HDFC Money Market Fund	-	-	2,57,730	1,199.68
HDFC Ultra Short Term Fund	-	-	10,09,61,709	1,253.22
HDFC Corporate Bond Fund	47,38,647	130.88	-	-
ICICI Prudential Equity Arbitrage Fund	-	-	3,73,37,769	1,093.64
ICICI Prudential Savings Fund	14,43,254	667.64	38,29,683	1,676.30
ICICI Prudential Short Term Fund	-	-	1,41,01,249	719.80
ICICI Prudential Short Term Fund	-	-	3,93,503	18.80
ICICI Prudential Corporate Bond Fund - Growth	2,06,88,321	538.47	-	-
ICICI Prudential Nifty SDL Dec 2028 Index Fund	4,82,19,177	502.67	-	-
Kotak Corporate Bond Fund	2,16,768	710.18	1,98,665	622.39
Kotak Equity Arbitrage Fund	15,80,642	53.03	4,27,49,473	1,353.83
Kotak Nifty SDL Apr 2027 Top 12 Equal Weight Index Fund	4,48,35,182	464.84	-	-
Kotak Nifty SDL Apr 2032 Top 12 Equal Weight Index Fund	9,46,02,577	990.38	-	-
Nippon India Floating Rate Fund	-	-	2,69,60,879	1,017.62
Nippon India Dynamic Bond Fund	2,49,40,628	822.49	-	-
SBI Nifty 50 ETF	14,50,000	260.41	14,50,000	259.58
SBI S&P BSE Sensex ETF	6,48,000	408.88	-	-
SBI Nifty Index Fund	5,02,335	78.85	-	-
SBI Magnum Constant Maturity Fund	91,91,798	500.27	-	-
UTI Nifty 50 ETF	1,35,000	249.57	-	-
<b>Total</b>		<b>10,784.53</b>		<b>15,731.30</b>
<b>Investment in bonds and debentures- Quoted (measured at FVTPL)</b>				
Axis Bank Perpetual Bond	-	-	150	161.08
Bank of Baroda Perpetual Bond	10	102.85	-	-
Bajaj Finance bond	200	197.48	200	201.02
Canara Bank perpetual bond	30	304.85	20	202.46
Export Import bank of India bond	200	196.16	200	200.14
HDFC Bank Perpetual Bond	20	205.59	400	432.94

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS (Contd.)

	As at 31 March 2023		As at 31 March 2022	
	No. of units	Amount	No. of units	Amount
HDFC Ltd Coupon Bond	800	802.57	650	661.72
India Infradebt Ltd Bond	100	99.02	100	100.72
IRFC Ltd Bond	250	255.18	250	255.97
ICICI Home Finance Company Ltd MLD	150	153.98	-	-
ICICI Bank Infra Bond	100	103.29	-	-
Kotak Mahindra Investment Ltd Zero Coupon Bond	200	184.23	-	-
Tata Cleantech MLD	200	203.95	-	-
LIC Housing Finance Bond	1,000	1,020.54	500	515.77
Mahindra & Mahindra Zero Coupon Bond	200	169.78	-	-
NABARD Bond	1,750	1,732.86	1,150	1,159.17
Piramal Enterprises MLD	180	197.46	180	187.79
Punjab National Bank Perpetual Bond	10	100.83	10	101.85
Power Grid Corporation of India Limited Bond	55	71.84	55	75.14
Power Finance Corporation Ltd - Bond	558	577.90	-	-
REC Bond	998	1,042.77	595	643.83
State Bank of India Perpetual Bond	210	1,141.85	50	515.16
State Bank of India Tier-II Bond	500	490.53	500	508.15
Shriram Transport MLD	100	114.30	100	107.81
SIDBI Bond	650	629.46	650	650.74
Union Bank Perpetual Bond	15	151.69	15	151.11
<b>Total</b>		<b>10,250.96</b>		<b>6,832.57</b>
<b>Investments in Investment Trust- Quoted (measured at FVTPL)</b>				
Powergrid InvIT	39,51,962	484.19	24,46,824	327.63
		<b>484.19</b>		<b>327.63</b>
<b>Investments in Alternative investment funds- Quoted (measured at FVTPL)</b>				
ICICI Prudential Long Short Fund – Series I	-	-	9,99,950	102.61
<b>Total</b>		<b>-</b>		<b>102.61</b>
<b>Aggregate book value of quoted investments</b>		<b>21,519.68</b>		<b>22,994.11</b>
<b>Aggregate market value of quoted investments</b>		<b>21,519.68</b>		<b>22,994.11</b>
<b>Aggregate carrying value of unquoted investments</b>		<b>1,857.10</b>		<b>1,768.65</b>

\* Unless otherwise mentioned, all Mutual Fund investments are under Direct Growth

### ii) Loans (measured at amortised cost)

	As at 31 March 2023	As at 31 March 2022
<b>Non current</b>		
Considered good- Unsecured		
Loans to employees**	0.84	0.74
	<b>0.84</b>	<b>0.74</b>
<b>Current</b>		
Considered good- Unsecured		
Inter-corporate deposits*		
-LIC Housing Finance Limited	-	417.35
Loans to employees**	4.36	30.33
	<b>4.36</b>	<b>447.68</b>

#### Notes:

\*Inter-corporate deposits placed with financial institutions yield fixed interest rate.

\*\*Represent interest free loans to employees, which are recoverable in maximum 24 monthly instalments.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS (Contd.)

#### iii) Others (measured at amortised cost)

	As at 31 March 2023	As at 31 March 2022
<b>Non-current (unsecured, considered good unless stated otherwise)</b>		
Security deposits	40.67	39.02
	<b>40.67</b>	<b>39.02</b>
<b>Current (unsecured, considered good unless stated otherwise)</b>		
Security deposits	5.51	3.25
Amount recoverable from payment gateway banks	126.03	103.61
Other receivables*	3.15	-
	<b>134.69</b>	<b>106.86</b>

#### Notes:

Security deposits are non-interest bearing and are generally on term of 3 to 9 years.

\* Refer Note 33 for outstanding balances pertaining to related parties.

### 9 TRADE RECEIVABLES

	As at 31 March 2023	As at 31 March 2022
<b>Unsecured, considered good unless stated otherwise</b>		
Trade receivables	13.82	13.26
Receivables from related parties (Refer note 33)	2.00	-
<b>Total</b>	<b>15.82</b>	<b>13.26</b>

#### Notes:

a) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person.

b) For terms and conditions relating to related party receivables, Refer Note 33

c) Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days

Outstanding for following periods from date of provision of services	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>31 March 2023</b>						
<b>Undisputed, considered good</b>						
Trade receivables	15.39	-	0.35	0.08	-	15.82
<b>31 March 2022</b>						
<b>Undisputed, considered good</b>						
Trade receivables	13.26	-	-	-	-	13.26

### 10 CASH AND BANK BALANCES

#### a) Cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Cheques on hand	237.90	207.87
Balance with bank		
- On current accounts	263.19	244.91
<b>Total Cash and cash equivalents</b>	<b>501.09</b>	<b>452.78</b>

#### Notes:

Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 10 CASH AND BANK BALANCES (Contd.)

#### b) Bank balances other than cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
(i) Deposits with banks		
- remaining maturity upto twelve months	-	270.27
(ii) Earmarked balances with banks*	1.66	2.50
<b>Amount disclosed under current bank deposits</b>	<b>1.66</b>	<b>272.77</b>

\* Earmarked balances include unclaimed/unpaid dividends of INR 0.13 (31 March 2022: INR 0.12), bank balance with Indiamart Employee Benefit Trust of INR 1.53 (31 March 2022: INR 2.38).

### 11 OTHER ASSETS

	As at 31 March 2023	As at 31 March 2022
<b>Non-current (unsecured, considered good unless stated otherwise)</b>		
Capital advance	-	23.74
Prepaid expenses	0.54	1.24
<b>Total</b>	<b>0.54</b>	<b>24.98</b>

	As at 31 March 2023	As at 31 March 2022
<b>Current (unsecured, considered good unless stated otherwise)</b>		
Advances recoverable	8.84	13.06
Indirect taxes recoverable	12.37	9.34
Prepaid expenses	26.06	21.09
Others	0.03	0.03
<b>Total</b>	<b>47.30</b>	<b>43.52</b>

### 12 SHARE CAPITAL

Authorised equity share capital (INR 10 per share)	Number of shares	Amount
As at 1 April 2021	99,442,460	994.42
As at 31 March 2022	99,442,460	994.42
As at 31 March 2023	99,442,460	994.42

Authorised 0.01% cumulative preference share capital (INR 328 per share)	Number of shares	Amount
As at 1 April 2021	3	0.00
As at 31 March 2022	3	0.00
As at 31 March 2023	3	0.00

Issued equity share capital (subscribed and fully paid up) (INR 10 per share)	Number of shares	Amount
As at 1 April 2021	3,03,16,294	303.16
Equity shares issued on exercise of ESOP during the year	27,846	0.28
Equity shares issued to Indiamart Employee Benefit Trust during the year (refer note (d) below)	1,73,000	1.73
Equity shares issued during the earlier period to Indiamart Employee Benefit Trust and transferred to employees pursuant to SAR exercised during the year (refer note (d) below)	47,434	0.48
Equity shares issued during the period and held by Indiamart Employee Benefit Trust as at year end	(11,584)	(0.12)
<b>As at 31 March 2022</b>	<b>3,05,52,990</b>	<b>305.53</b>

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 12 SHARE CAPITAL (Contd.)

Issued equity share capital (subscribed and fully paid up) (INR 10 per share)	Number of shares	Amount
Equity shares issued to Indiamart Employee Benefit Trust during the year (refer note (d) below)	2,10,000	2.10
Equity shares issued during the earlier period to Indiamart Employee Benefit Trust and transferred to employees pursuant to SAR exercised during the year (refer note (d) below)	11,584	0.12
Equity shares issued during the year and held by Indiamart Employee Benefit Trust as at year end (refer note (d) below)	(35,353)	(0.36)
Equity shares extinguished on buy back during the year (refer note 1 below)	(1,60,000)	(1.60)
<b>As at 31 March 2023</b>	<b>3,05,79,221</b>	<b>305.79</b>

### Notes:

- The Board of Directors at its meeting held on 28 April 2022, approved a proposal to buy-back upto 160,000 equity shares of the Company for an aggregate amount not exceeding INR 1,000, being 0.52% of the total paid up equity share capital at 6,250 per equity share. A Letter of Offer was made to all eligible shareholders. The Company bought back 160,000 equity shares out of the shares that were tendered by eligible shareholders and extinguished the equity shares on 29 June 2022. Capital redemption reserve was created to the extent of share capital extinguished of INR 1.60. The excess cost of buy-back of INR 1,012.78 (including INR 12.78 towards transaction cost of buy-back) over par value of share and corresponding tax on buy-back of INR 232.59 were offset from retained earnings.
- During the year ended 31 March 2021, the Company had raised money by the way of Qualified Institutions Placement ("QIP") and allotted 1,242,212 equity shares of face value INR 10 each to the eligible qualified institutional buyers (QIB) at a price of INR 8,615 per equity share (including a premium of INR 8,605 per equity share) aggregating to INR 10,701.66 on 22 February 2021. The issue was made in accordance SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Expenses incurred in relation to QIP amounting to INR 189.67 were adjusted from Securities Premium Account which resulted into the QIP's net proceeds of INR 10,511.99. Out of these proceeds, the Company has utilised till 31 March 2023 INR 10,138.42 (31 March 2022 : INR 3,954.17) towards purposes specified in the placement document from the date of QIP. The balance amount of QIP's net proceeds remain invested in liquid instruments.
  - Out of the amount utilised from QIP's net proceeds as mentioned in 2(i) above, INR 985.95 has been utilised through Tradezeal Online Private limited, the wholly owned subsidiary of the Company, details of the same are given below :-

Investment made through Tradezeal Online Private Limited	As at 31 March 2023	As at 31 March 2022
Truckhall Private Limited	185.10	110.10
Shipway Technology Private Limited	182.00	182.00
Legistify Services Private Limited	87.90	87.90
Agillos E-Commerce Private Limited	260.00	260.00
Edgewise Technologies Private Limited	133.45	133.45
Adansa Solutions Private Limited	137.50	-
<b>Total</b>	<b>985.95</b>	<b>773.45</b>

Other than as disclosed above, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).The company has not received any funds from any party(s) (Funding Party) with the understanding that the company shall whether directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

### a) Terms/ rights attached to equity shares:

- The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity is entitled to one vote per share.
- In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 12 SHARE CAPITAL (Contd.)

### b) Details of shareholders holding more than 5% equity shares in the Company

	As at 31 March 2023		As at 31 March 2022	
	Number	% Holding	Number	% Holding
<b>Equity shares of INR 10 each fully paid</b>				
Dinesh Chandra Agarwal	85,90,559	28.06%	86,30,747	28.24%
Brijesh Kumar Agrawal	58,21,329	19.01%	58,48,544	19.14%
Arisaig Asia Fund Limited	15,36,494	5.02%	13,36,051	4.37%

### Details of shareholding of promoters

Promoters	As at 31 March 2023		As at 31 March 2022		% Change during the year
	Number	% Holding	Number	% Holding	
Dinesh Chandra Agarwal	85,90,559	28.06	85,90,559	28.24	(0.18)
Brijesh Kumar Agrawal	58,21,329	19.01	58,21,329	19.14	(0.13)
<b>Promoter Group</b>					
Chetna Agarwal	1,54,479	0.50	155,200	0.51	(0.01)
Pankaj Agarwal	1,50,299	0.49	151,000	0.49	-
Anand Kumar Agrawal	70,000	0.23	70,000	0.23	-
Meena Agarwal	69,800	0.23	69,800	0.23	-
Dinesh Chandra Agarwal (HUF)	59,722	0.20	60,000	0.20	-
Naresh Chandra Agrawal	40,200	0.13	40,200	0.13	-
Prakash Chandra Agrawal	40,014	0.13	40,200	0.13	-
Gunjan Agarwal	19,908	0.07	20,000	0.07	-
Keshar Devi Agrawal	19,709	0.06	19,800	0.06	-
Vijay Jalan	10,000	0.03	10,000	0.03	-
Naresh Chandra Agrawal (HUF)	8,959	0.03	9,000	0.03	-
Anand Kumar Agrawal (HUF)	5,973	0.02	6,000	0.02	-
Prakash Chandra Agrawal (HUF)	5,973	0.02	6,000	0.02	-
Hamirwasia Business Trust	200	0.00	200	0.00	-
Hamirwasia Family Trust	200	0.00	200	0.00	-
Nanpara Business Trust	100	0.00	100	0.00	-
Nanpara Family Trust	100	0.00	100	0.00	-
<b>Total</b>	<b>1,50,67,524</b>	<b>49.21</b>	<b>15,069,688</b>	<b>49.53</b>	

### c) Shares reserved for issue under options

Information relating to the Company's share based payment plans, including details of options and SAR units issued, exercised and lapsed during the financial year, options and SAR units outstanding at the end of the reporting period, is set out in note 28.

### d) Shares held by Indiamart employee benefit trust against employees share based payment plans (face value: INR 10 each)

	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Opening balance	11,584	0.12	47,434	0.48
Purchased during the year	2,10,000	2.10	1,73,000	1.73
Transfer to employees pursuant to SAR/ESOP exercised	(1,86,231)	(1.86)	(2,08,850)	(2.09)
<b>Closing Balance</b>	<b>35,353</b>	<b>0.36</b>	<b>11,584</b>	<b>0.12</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 13 OTHER EQUITY

	As at 31 March 2023	As at 31 March 2022
Securities premium	15,522.50	15,383.23
Capital redemption reserve	1.60	-
General reserve	8.45	8.45
Employee share based payment reserve	256.53	130.15
Retained earnings	4,549.23	3,094.05
<b>Total other equity</b>	<b>20,338.31</b>	<b>18,615.88</b>

#### Nature and purpose of reserves and surplus:

- Securities premium:** The Securities premium account is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.
- Capital redemption reserve:** The Capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilised in accordance with the provisions of section 69 of the Companies Act, 2013.
- General reserve:** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes, as the same is created by transfer from one component of equity to another.
- Employee share based payment reserve:** The Employee share based payment reserve is used to recognise the compensation related to share based awards issued to employees under Company's Share based payment scheme.
- Retained earnings:** Retained earnings represent the amount of accumulated earnings of the Company, and re-measurement gains/losses on defined benefit plans.

### 14 TRADE PAYABLES

	As at 31 March 2023	As at 31 March 2022
Payable to micro, small and medium enterprises	-	-
Other trade payables	-	-
- Outstanding dues to related parties (if any)	-	-
- Outstanding dues to others	0.15	3.80
Accrued expenses	254.64	179.16
<b>Total</b>	<b>254.79</b>	<b>182.96</b>

Outstanding for following years from due date of payment / transaction	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>31 March 2023</b>						
(i) MSME* - undisputed	-	-	-	-	-	-
(ii) Others - undisputed	-	0.15	-	-	-	0.15
Accrued expenses	254.64	-	-	-	-	254.64
						<b>254.79</b>
<b>31 March 2022</b>						
(i) MSME* - undisputed	-	-	-	-	-	-
(ii) Others - undisputed	-	1.30	1.26	-	1.24	3.80
Accrued expenses	179.16	-	-	-	-	179.16
						<b>182.96</b>

\* MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 15 LEASE AND OTHER FINANCIAL LIABILITIES

	As at 31 March 2023	As at 31 March 2022
<b>Lease liabilities (Refer Note 5)</b>		
Current	118.80	100.41
Non current	340.28	462.39
<b>Total</b>	<b>459.08</b>	<b>562.80</b>
<b>Other financial liabilities</b>		
<b>Non-current</b>		
Derivative contract liability*	50.50	-
<b>Total</b>	<b>50.50</b>	<b>-</b>
<b>Current</b>		
Payable to employees	208.69	185.74
Security deposits	0.78	-
Other payable**	8.57	8.55
<b>Total</b>	<b>218.04</b>	<b>194.29</b>

\* This pertains to the liability on account of embedded derivative as per the shareholders agreement of Livekeeping Technologies Private Limited.

\*\*Includes unclaimed/unpaid dividend of INR 0.13 (31 March 2022: INR 0.12).

### 16 PROVISIONS

	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
Provision for employee benefits (Refer Note 27)		
Provision for gratuity	91.64	163.52
Provision for Leave encashment	92.67	62.60
<b>Total</b>	<b>184.31</b>	<b>226.12</b>
<b>Current</b>		
Provision for employee benefits (Refer Note 27)		
Provision for gratuity	30.58	23.04
Provision for leave encashment	20.57	11.05
Provision-others*	15.38	15.38
<b>Total</b>	<b>66.53</b>	<b>49.47</b>

\* Contingency provision towards indirect taxes. There is no change in this provision during the year ended 31 March 2023.

### 17 CONTRACT AND OTHER LIABILITIES

	As at 31 March 2023	As at 31 March 2022
<b>Contract liabilities*</b>		
<b>Non-current</b>		
Deferred revenue	4,152.24	3,315.19
	<b>4,152.24</b>	<b>3,315.19</b>
<b>Current</b>		
Deferred revenue	6,558.67	5,107.40
Advances from customers	633.07	643.38
	<b>7,191.74</b>	<b>5,750.78</b>
<b>Total</b>	<b>11,343.98</b>	<b>9,065.97</b>
<b>Other liabilities-Current</b>		
Statutory dues		
Tax deducted at source payable	50.62	32.20
GST payable	287.41	250.20
Others	11.19	7.76
<b>Total</b>	<b>349.22</b>	<b>290.16</b>

\* Contract liabilities include consideration received in advance to render web services in future periods. Refer Note 33 for outstanding balances pertaining to related parties.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 18. INCOME TAX ASSETS (NET)

	As at 31 March 2023	As at 31 March 2022
<b>Income tax assets (net of provisions)</b>		
<b>Non current</b>		
Income tax assets	1,681.21	1,847.63
Less: Provision for income tax	(1,615.72)	(1,615.72)
<b>Total</b>	<b>65.49</b>	<b>231.91</b>

### 19 REVENUE FROM OPERATIONS

Set out below is the disaggregation of the Company's revenue from contracts with customers:

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Sale of services</b>		
Income from web services	9,188.05	7,369.87
Advertisement and marketing services	200.12	137.83
<b>Total</b>	<b>9,388.17</b>	<b>7,507.70</b>

#### Transaction price allocated to the remaining performance obligations

The performance obligation is satisfied after the services are rendered for which customers has paid.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) i.e. contract liabilities, as at March 31, are as follows:

	As at 31 March 2023		As at 31 March 2022	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Web services	7,167.06	4,133.15	5,730.35	3,305.72
Advertisement and marketing services	24.68	19.09	20.43	9.47
	<b>7,191.74</b>	<b>4,152.24</b>	<b>5,750.78</b>	<b>3,315.19</b>

No single customer represents 10% or more of the Company's total revenue during the year ended 31 March 2023 and 31 March 2022.

#### Changes in the contract liability balances during the year are as follows:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening balance at the beginning of the year	9,065.97	7,256.41
Less: Revenue recognised from contract liability balance at the beginning of the year	(5,192.60)	(4,252.06)
Add: Amount received from customers during the year	11,666.17	9,317.26
Less: Revenue recognised from amounts received during the year	(4,195.56)	(3,255.64)
<b>Closing balance at the end of the year</b>	<b>11,343.98</b>	<b>9,065.97</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 20 OTHER INCOME

	For the year ended 31 March 2023	For the year ended 31 March 2022
Fair value gain/(loss) on measurement and income from sale of financial assets		
- Fair value gain/(loss) (net) on measurement, interest and income from sale of mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust	865.24	1,029.68
- Fair value loss on Investment in debt instruments of subsidiaries	(22.00)	(45.00)
- Fair value gain on measurement and income from sale of Investment in other entities	239.80	7.72
Interest income from financial assets measured at amortised cost		
- on bank deposits	3.15	15.20
- on corporate deposits and loans	1.73	42.63
- on security deposits	2.96	2.85
Other interest income	5.91	9.92
Dividend Income	10.46	2.59
Gain on sales of investment in Associates	0.28	-
Gain on de-recognition of Right-of-use assets	4.71	1.76
Liabilities and provisions no longer required written back	4.56	7.30
Net gain on disposal of property, plant and equipment	2.38	1.56
Miscellaneous income	9.65	2.39
<b>Total</b>	<b>1,128.83</b>	<b>1,078.60</b>

### 21 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, allowance and bonus	3,536.34	2,425.75
Gratuity expense (Refer Note 27)	69.82	61.74
Leave encashment expense (Refer Note 27)	54.12	6.11
Contribution to provident and other funds	47.51	26.96
Employee share based payment expense (Refer Note 28)	262.50	102.73
Staff welfare expenses	21.90	5.18
<b>Total</b>	<b>3,992.19</b>	<b>2,628.47</b>

### 22 FINANCE COSTS

	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest cost of lease liabilities	46.79	54.02
<b>Total</b>	<b>46.79</b>	<b>54.02</b>

### 23 DEPRECIATION AND AMORTISATION EXPENSE

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation of property, plant and equipment (Refer Note 4)	92.25	11.44
Depreciation of Right-of-use assets (Refer Note 5)	99.77	106.46
Amortisation of intangible assets (Refer Note 6)	0.66	1.11
<b>Total</b>	<b>192.68</b>	<b>119.01</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 24 OTHER EXPENSES

	For the year ended 31 March 2023	For the year ended 31 March 2022
Content development expenses	285.32	164.38
Buyer Engagement Expenses	133.80	143.13
Customer Support Expenses	209.73	163.17
Outsourced sales cost	1,304.42	737.75
Internet and other online expenses	458.18	296.73
Rates and taxes	3.56	10.27
Outsourced support cost	17.45	12.53
Advertisement expenses	19.59	8.34
Power and fuel	14.40	7.72
Repair and maintenance:		
- Plant and machinery	6.43	3.26
- Others	39.04	27.27
Travelling and conveyance	28.56	10.43
Recruitment and training expenses	26.35	12.26
Legal and professional fees	73.36	51.63
Directors' sitting fees	4.86	3.55
Auditor's remuneration*	6.41	5.55
Insurance expenses	41.70	30.58
Collection charges	29.56	27.50
Corporate social responsibility activities expenses	51.38	36.37
Rent	20.42	3.51
Miscellaneous expenses	5.24	2.38
<b>Total</b>	<b>2,779.76</b>	<b>1,758.31</b>

### Payment to Auditors\*

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>As auditor:</b>		
- Audit fee	6.00	5.50
- Reimbursement of expenses	0.41	0.05
	<b>6.41</b>	<b>5.55</b>

### 25 EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the earnings for the period attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS are calculated by dividing the earnings for the period attributable to the equity holders of the Company by weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The following reflects the basic and diluted EPS computations:

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 25 EARNINGS PER SHARE (EPS) (Contd.)

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Basic</b>		
Net profit as per the statement of profit and loss for computation of EPS (A)	2,721.86	3,098.24
Weighted average number of equity shares used in calculating basic EPS (B)	3,05,33,250	3,04,24,200
Basic earnings per equity share (A/B)	89.14	101.83
<b>Diluted</b>		
Weighted average number of equity shares used in calculating basic EPS	3,05,33,250	3,04,24,200
Potential equity shares	1,06,020	3,09,651
Total no. of shares outstanding (including dilution) (C)	3,06,39,270	3,07,33,851
Diluted earnings per equity share (A/C)	88.84	100.81

There are potential equity shares for the year ended 31 March 2023 and 31 March 2022 in the form of share based awards granted to employees which have been considered in the calculation of diluted earning per share.

For the year ended 31 March 2023 : Nil (31 March 2022: 24,722) SAR units of employees share based awards were excluded from the calculation of diluted weighted average number of ordinary shares as their effect would have been anti-dilutive.

### 26 INCOME TAX

#### a) Income tax expense/(income) recognised in Statement of profit and loss

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Current tax expense</b>		
Current tax for the year	919.91	980.47
	<b>919.91</b>	<b>980.47</b>
<b>Deferred tax expense/(benefit)</b>		
Relating to origination and reversal of temporary differences	(188.80)	(52.22)
	<b>(188.80)</b>	<b>(52.22)</b>
<b>Total income tax expense</b>	<b>731.11</b>	<b>928.25</b>

#### b) Income tax recognised in other comprehensive income/(loss) (OCI)

Deferred tax related to items recognised in OCI during the year

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Net gain/(loss) on remeasurements of defined benefit plans	13.38	1.44

#### c) Reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before tax	3,452.97	4,026.49
<b>Accounting profit before income tax</b>	<b>3,452.97</b>	<b>4,026.49</b>
Tax expense at the statutory income tax rate @25.17%	869.11	1,013.47
Adjustments in respect of differences taxed at lower tax rates	(185.59)	(102.83)
Adjustment in respect of change in carrying amount of investment in subsidiaries	44.84	11.33
Adjustment in respect of buyback expenses	(3.22)	-
Dividend income received	(2.63)	(0.20)
Other non-deductible expenses and non-taxable income	8.60	6.48
<b>Tax expense at the effective income tax rate of 21.17% (31 March 2022: 23.05%)</b>	<b>731.11</b>	<b>928.25</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 26 INCOME TAX (Contd.)

#### d) Breakup of deferred tax recognised in the Balance sheet

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax asset</b>		
Property, plant and equipment and intangible assets	12.90	5.29
Provision for gratuity	30.76	46.95
Provision for compensated absences	28.50	18.54
Provision for diminution of investments in subsidiaries	12.04	-
Investment in subsidiaries measured at fair value	-	39.30
Provision for expenses, allowable in subsequent year	42.33	39.67
Ind AS 116 - Leases impact	20.23	17.30
<b>Total deferred tax assets (A)</b>	<b>146.76</b>	<b>167.05</b>

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax liabilities</b>		
Investment in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment fund and investment trust measured at fair value	(78.64)	(316.64)
Investment in other entities measured at fair value	(44.39)	(1.77)
Accelerated deduction on lease rent for tax purposes	(1.73)	(1.73)
Others	(3.00)	(3.33)
<b>Total deferred tax liabilities (B)</b>	<b>(127.76)</b>	<b>(323.47)</b>
<b>Net deferred tax liabilities (C) = (A) - (B)</b>	<b>19.00</b>	<b>(156.42)</b>

#### e) Breakup of deferred tax expense/(income) recognised in Statement of profit and loss and OCI

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax expense/(income) relates to the following:</b>		
Property, plant and equipment and intangible assets	(7.61)	2.32
Provision for gratuity	16.19	11.07
Provision for compensated absences	(9.96)	0.28
Provision for diminution of investments in subsidiaries	(12.04)	-
Investment in other entities measured at fair value	42.62	1.77
Investment in debt instrument of subsidiaries measured at fair value	39.30	-
Investment in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment fund and investment trust measured at fair value	(238.00)	(47.87)
Provision for expenses, allowable in subsequent year	(2.66)	(10.82)
Accelerated deduction on lease rent for tax purposes	-	(0.03)
Ind AS 116 - Leases impact	(2.93)	(6.37)
Others	(0.34)	(1.13)
<b>Deferred tax expense/(benefit)</b>	<b>(175.43)</b>	<b>(50.78)</b>

#### f) Reconciliation of Deferred tax assets/(liabilities) (Net):

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Opening balance as of 1 April</b>	<b>(156.42)</b>	<b>(207.20)</b>
Tax (expense)/ benefit during the year recognised in Statement of profit and loss	188.80	52.22
Tax impact during the year recognised in OCI	(13.38)	(1.44)
<b>Closing balance at the end of the year</b>	<b>19.00</b>	<b>(156.42)</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities, and deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 27 DEFINED BENEFIT PLAN AND OTHER LONG-TERM EMPLOYEE BENEFIT PLAN

The Company has a defined benefit gratuity plan. Every employee who has completed statutory defined period of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with insurance company in form of qualifying insurance policy. This defined benefit plan exposes the Company to actuarial risks, such as longevity risk, interest rate risk and salary risk.

The amount included in the balance sheet arising from the Company's obligation in respect of its gratuity plan and leave encashment is as follows:

#### Gratuity - defined benefit plan

	As at 31 March 2023	As at 31 March 2022
Present value of defined benefit obligation	332.44	332.58
Fair value of plan assets	(210.22)	(146.02)
<b>Net liability arising from defined benefit obligation</b>	<b>122.22</b>	<b>186.56</b>

#### Leave encashment - other long-term employee benefit plan

	As at 31 March 2023	As at 31 March 2022
Present value of other long-term employee benefit plan	113.24	73.65
<b>Total</b>	<b>113.24</b>	<b>73.65</b>

#### a) Reconciliation of the net defined benefit (asset)/liability and other long term employee benefit plan

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/liability and other long term employee benefit plan and its components.

#### Reconciliation of present value of defined benefit obligation for Gratuity and Leave encashment

	Gratuity	
	31 March 2023	31 March 2022
Balance at the beginning of the year	332.58	287.84
Benefits paid	(22.63)	(14.57)
Current service cost	57.24	46.88
Interest cost	22.43	18.55
Actuarial (gains)/losses		
- changes in demographic assumptions	(12.90)	-
- changes in financial assumptions	(25.85)	(9.04)
- experience adjustments	(18.43)	2.92
<b>Balance at the end of the year</b>	<b>332.44</b>	<b>332.58</b>

	Leave encashment	
	31 March 2023	31 March 2022
Balance at the beginning of the year	73.65	74.76
Benefits paid	(14.53)	(7.22)
Current service cost	56.04	0.01
Interest cost	4.97	4.82
Past service cost	2.82	-
Actuarial (gains)/losses		
- changes in demographic assumptions	(4.53)	-
- changes in financial assumptions	(8.47)	(0.64)
- experience adjustments	3.29	1.92
<b>Balance at the end of the year</b>	<b>113.24</b>	<b>73.65</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 27 DEFINED BENEFIT PLAN AND OTHER LONG-TERM EMPLOYEE BENEFIT PLAN (Contd.)

#### Movement in fair value of plan assets

	Gratuity	
	31 March 2023	31 March 2022
Opening fair value of plan assets	146.02	57.30
Interest income	9.85	3.69
Actuarial gains/(losses)	(4.02)	(0.40)
Contributions from the employer	81.00	100.00
Benefits paid	(22.63)	(14.57)
<b>Closing fair value of plan assets</b>	<b>210.22</b>	<b>146.02</b>

Each year the management of the Company reviews the level of funding required as per its risk management strategy. The Company expects to contribute to gratuity INR 57.24 in FY 2023-24 (31 March 2023: INR 52.85).

The major categories of plan assets as a percentage of the fair value of the total plan assets are as follows:

	As at 31 March 2023	As at 31 March 2022
Funds managed by insurer	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

#### b) Expense recognised in profit or loss

	Gratuity	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	57.24	46.88
Net interest expense	12.58	14.86
Components of defined benefit costs recognised in profit or loss	<b>69.82</b>	<b>61.74</b>
Remeasurement of the net defined benefit liability		
Actuarial (gain)/loss on plan assets	4.02	0.40
Actuarial (gain)/loss on defined benefit obligation	(57.18)	(6.12)
Components of defined benefit costs recognised in other comprehensive loss	<b>(53.16)</b>	<b>(5.72)</b>

	Leave encashment	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	56.04	0.01
Past service cost	2.82	-
Net interest expense	4.97	4.82
Actuarial/(gain) loss on other long term employee benefit plan	(9.71)	1.28
Components of other long term employee benefit costs recognised in profit or loss	<b>54.12</b>	<b>6.11</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 27 DEFINED BENEFIT PLAN AND OTHER LONG-TERM EMPLOYEE BENEFIT PLAN (Contd.)

#### c) Actuarial assumptions

Principal actuarial assumptions as at reporting date (expressed as weighted averages):

	Gratuity	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Discount rate	7.30%	6.75%
Expected rate of return on assets	7.30%	6.75%

Attrition rate:	As at 31 March 2023		As at 31 March 2022	
	Upto 4 years of service	Above 4 years of service	Upto 4 years of service	Above 4 years of service
<b>Ages</b>				
Upto 30 years	32.00%	32.00%	30.00%	30.00%
Above 30 years	12.00%	12.00%	10.00%	10.00%
<b>Future salary growth</b>				
Year 1	12.25%	12.25%	12.25%	12.25%
Year 2	12.25%	12.25%	12.25%	12.25%
Year 3 and onwards	12.25%	12.25%	12.25%	12.25%
Mortality table	India Assured Life Mortality (2012-14)		India Assured Life Mortality (2012-14)	

The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

#### d) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Gratuity	Increase	Decrease
<b>As at 31 March 2023</b>		
Impact of change in discount rate by 0.50%	(18.19)	20.06
Impact of change in salary by 0.50%	7.85	(8.19)
<b>As at 31 March 2022</b>		
Impact of change in discount rate by 0.50%	(21.40)	23.81
Impact of change in salary by 0.50%	9.01	(9.56)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

#### e) The table below summarises the maturity profile and duration of the gratuity liability:

Particulars	As at 31 March 2023	As at 31 March 2022
Within one year	30.59	23.04
Within one - three years	45.19	38.30
Within three - five years	40.88	33.45
Above five years	215.78	237.79
<b>Total</b>	<b>332.44</b>	<b>332.58</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS

#### a) Employee Stock Option Plan (ESOP)

The Company has provided various share-based payment schemes to its employees in the preceding financial years. During the year ended 31 March 2023, the following schemes were in operation:

Particulars	ESOP 2017	ESOP 2022
Date of grant	June 02, 2017	Jan 10, 2022
Date of Board Approval	May 04, 2017	Jan 08, 2022
Date of Shareholder's approval	September 23, 2015	May 07, 2018
Number of options approved	2,00,730	45,490
Method of Settlement	Equity	Equity
Vesting period (in months)	0 to 48 Months	0 to 48 Months

#### ESOP 2017\*

	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of options	Weighted Average Exercise Price	Number of options	Weighted Average Exercise Price
Outstanding at the beginning of the year	-	-	13,923	200
Granted during the year	-	-	Nil	-
Forfeited/ expired during the year	-	-	-	-
Exercised during the year	-	-	13,923	200
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	Nil	-

\* 27,846 shares have been issued against the ESOP exercised under this scheme during the previous year.

#### ESOP 2022

	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of options	Weighted Average Exercise Price	Number of options	Weighted Average Exercise Price
Outstanding at the beginning of the year	45,050	10	-	-
Granted during the year	-	-	45,490	10
Forfeited/ expired during the year	5,061	10	440	10
Exercised during the year	4,205	10	-	-
Outstanding at the end of the year	35,784	10	45,050	10
Exercisable at the end of the year	Nil	-	Nil	-

Figures for the year ended 31 March 2023 and previous year are as follows:

Particulars	ESOP 2022	ESOP 2017
Range of exercise prices	10	-
Number of options outstanding	35,784	-
Weighted average remaining contractual life of options (in years)	3	-
Weighted average exercise price	10	-
Weighted average share price for the options exercised during the year	10	-

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS (Contd.)

Figures for the year ended 31 March 2022 are as follows:

Particulars	ESOP 2022	ESOP 2017
Range of exercise prices	10	200
Number of options outstanding	45,050	-
Weighted average remaining contractual life of options (in years)	3.83	-
Weighted average exercise price	10	200
Weighted average share price for the options exercised during the year	-	300

#### Stock Options granted

The key inputs used in the measurement of the grant date fair valuation of equity settled plans are given in the table below:

Figures for the year ended 31 March 2023 are as follows:

	ESOP 2022	ESOP 2017
Weighted average share price	6,662	280.5
Exercise price	10	0
Expected volatility	NA	0.00%
Historical volatility	NA	0.10%
Life of the options granted (Vesting and exercise period) in years	4	0.00
Expected dividends	NA	Nil
Average risk-free interest rate	NA	7.20%
Value of options method	Market price of stock*	Black-Scholes valuation model

\* Fair value has been considered as stock price of the day prior to the grant date.

Figures for the year ended 31 March 2022 are as follows:

	ESOP 2022	ESOP 2017
Weighted average share price	6662	280.5
Exercise price	10	200
Expected volatility	NA	0.00%
Historical volatility	NA	0.10%
Life of the options granted (Vesting and exercise period) in years	4	7.70
Expected dividends	NA	Nil
Average risk-free interest rate	NA	7.20%
Value of options method	Market price of stock*	Black-Scholes valuation model

\* Fair value has been considered as stock price of the day prior to the grant date.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS (Contd.)

#### b) Stock appreciation rights (SAR)

The Company has granted stock appreciation rights to its employees. Details are as follows

	SAR 2018	SAR 2021	SAR 2022
Date of grant	October 01, 2018	August 01, 2021	January 10, 2022
Date of Board Approval	September 22, 2018	July 19, 2021	January 08, 2022
Date Of Shareholder's approval	May 07, 2018	May 07, 2018	May 07, 2018
Number of units approved	8,00,740	8,600	68,770
Method of Settlement	Equity	Equity	Equity
Vesting year (in months)	0 to 48 Months	0 to 48 Months	0 to 48 Months

The details of activity have been summarized below:

SAR 2018*	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of SAR units	Weighted Average Exercise Price	Number of SAR units	Weighted Average Exercise Price
Outstanding at the beginning of the year	2,03,658	500	4,27,788	500
Granted during the year	-	-	-	-
Lapsed during the year	2,028	500	11,280	500
Exercised during the year	2,01,630	500	2,12,850	500
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	2,03,658	500
Exercisable at the end of the year	Nil	Nil	Nil	Nil

\* 31 March 2023 : 175,893 (31 March 2022 : 208,850) shares have been issued against the SAR exercised under this scheme during the year.

SAR 2021*	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of SAR units	Weighted Average Exercise Price	Number of SAR units	Weighted Average Exercise Price
Outstanding at the beginning of the year	7,250	10	-	-
Granted during the year	-	-	8,600	10
Lapsed during the year	-	-	1,350	10
Exercised during the year	725	10	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	6,525	10	7,250	10
Exercisable at the end of the year	-	-	-	-

\* 31 March 2023 : 716 (31 March 2022 : Nil) shares have been issued against the SAR exercised under this scheme during the year.

SAR 2022*	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of SAR units	Weighted Average Exercise Price	Number of SAR units	Weighted Average Exercise Price
Outstanding at the beginning of the year	66,350	10	-	-
Granted during the year	-	-	68,770	10
Lapsed during the year	6,813	10	2,420	10
Exercised during the year	5,996	10	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	53,541	10	66,350	10
Exercisable at the end of the year	-	-	-	-

\* 31 March 2023 : 5,447 (31 March 2022 : Nil) shares have been issued against the SAR exercised under this scheme during the year.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS (Contd.)

The Company has granted stock appreciation rights to its employees. Details are as follows

	For the year ended 31 March 2023		
	SAR 2018	SAR 2021	SAR 2022
Range of exercise prices	500	10	10
Number of units outstanding	-	6,525	53,541
Weighted average remaining contractual life of units (in years)	-	2.33	2.83
Weighted average exercise price	500	10	10

	For the year ended 31 March 2022		
	SAR 2018	SAR 2021	SAR 2022
Range of exercise prices	500	10	10
Number of units outstanding	2,03,658	7,250	66,350
Weighted average remaining contractual life of units (in years)	0.50	3.33	3.83
Weighted average exercise price	500	10	10

#### SAR units granted

The key inputs used in the measurement of the grant date fair valuation of equity settled plans are given in the table below:

	For the year ended 31 March 2023		
	SAR 2018	SAR 2021*	SAR 2022*
Weighted average share price	597	7135	6662
Exercise Price	500	10	10
Expected Volatility	41%	NA	NA
Historical Volatility	41%	NA	NA
Life of the units granted (Vesting and exercise year) in years	4	4	4
Expected dividends	Nil	NA	NA
Average risk-free interest rate	7.80%	NA	NA
Value of options method	Black-Scholes valuation model	Market price of stock*	Market price of stock*

\* Fair value has been considered as stock price of the day prior to the grant date.

	For the year ended 31 March 2022		
	SAR 2018	SAR 2021*	SAR 2022*
Weighted average share price	597	7135	6662
Exercise Price	500	10	10
Expected Volatility	41%	NA	NA
Historical Volatility	41%	NA	NA
Life of the units granted (Vesting and exercise year) in years	4	4	4
Expected dividends	Nil	NA	NA
Average risk-free interest rate	7.80%	NA	NA
Value of options method	Black-Scholes valuation model	Market price of stock*	Market price of stock*

\* Fair value has been considered as stock price of the day prior to the grant date.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS (Contd.)

Effect of the employee share-based payment plans on the profit and loss:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Total Employee Compensation Cost pertaining to share-based payment plans	262.50	102.73
Compensation Cost pertaining to equity-settled employee share-based payment plan included above	262.50	102.73

Effect of the employee share-based payment plans on its financial position:

	As at 31 March 2023	As at 31 March 2022
Total reserve for employee share based payments outstanding as at year end	256.53	130.15

### 29 FAIR VALUE MEASUREMENTS

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:

	Level	As at 31 March 2023	As at 31 March 2022
<b>Financial assets</b>			
a) Measured at fair value through profit or loss (FVTPL)			
- Investment in mutual funds and exchange traded funds (Refer Note b(iii) below)	Level 1	10,784.53	15,731.30
- Investments in Investment Trust (Refer Note b(iii) below)	Level 1	484.19	327.63
- Investments in Alternative investment funds (Refer Note b(iii) below)	Level 1	-	102.61
- Investment in bonds & debentures (Refer Note b(v) below)	Level 2	10,250.96	6,832.57
- Investment in debt instruments of subsidiaries and equity/preference instruments of other entities (Refer Note b(iv) below)	Level 3	1,777.10	1,768.65
- Investment in debt instruments of associates at FVTPL (Refer Note b(vi) below)	Level 3	80.00	-
		<b>23,376.78</b>	<b>24,762.76</b>
b) Measured at amortised cost (Refer Note b(i) and (ii) below)			
- Trade receivables		15.82	13.26
- Cash and cash equivalents		501.09	452.78
- Loans to employees		5.21	31.07
- Inter-corporate deposits		-	417.35
- Security deposits		46.18	42.27
- Deposits with Banks		1.66	272.77
- Other financial assets		129.18	103.61
		<b>699.14</b>	<b>1,333.11</b>
<b>Total (a+b)</b>		<b>24,075.92</b>	<b>26,095.87</b>
<b>Financial liabilities</b>			
a) Measured at fair value through profit or loss (FVTPL)			
- Other financial liabilities (Refer Note b(vi) below)	Level 3	50.50	-
		<b>50.50</b>	<b>-</b>
b) Measured at amortised cost (Refer Note b(i) and (ii) below)			
- Trade payables		254.79	182.96
- Security deposits		0.78	-
- Other financial liabilities		217.26	194.29
- Lease liabilities		459.08	562.80
<b>Total</b>		<b>931.91</b>	<b>940.05</b>
		<b>982.41</b>	<b>940.05</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 29 FAIR VALUE MEASUREMENTS (Contd.)

b) The following methods / assumptions were used to estimate the fair values:

- The carrying value of Deposits with Banks, Inter-corporate deposits with Financial institutions, trade receivables, cash and cash equivalents, loans to employees, trade payables, security deposits, lease liabilities and other financial assets and other financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments. These have been assessed basis counterparty credit risk.
- The fair value of non-current financial assets and financial liabilities are determined by discounting future cash flows using current rates of instruments with similar terms and credit risk. The current rates used do not reflect significant changes from the discount rates used initially. Therefore, the carrying value of these instruments measured at amortised cost approximate their fair value.
- Fair value of quoted mutual funds, exchange traded fund, alternative investment funds and investment trust is based on quoted market prices at the reporting date. We do not expect material volatility in these financial assets.
- Fair value of debt instruments of subsidiaries, equity/preference instruments of other entities is estimated based on replacement cost method / discounted cash flows / market multiple valuation technique using cash flow projections, discount rate and credit risk and are classified as Level 3.
- Fair value of the quoted bonds and debentures is determined using observable market's inputs and is classified as Level 2.
- Fair value of derivative contract liability is determined using Monte Carlo Simulation method and is classified as Level 3.
- Fair value of debt instruments of associates is estimated based on replacement cost method / discounted cash flows / market multiple valuation technique using cash flow projections, discount rate and credit risk and are classified as Level 3.

c) Following table describes the valuation techniques used and key inputs thereto for the level 3 financial assets as of 31 March 2023 :

Financial assets	Valuation technique(s)	Significant Unobservable input	Significant Unobservable input range	Inter-relationship between significant unobservable input and fair value measurement
<b>Investment in debt instruments of subsidiaries and equity/preference instruments of other entities</b>				
Pay With Indiamart Private Limited and Tradezeal Online Private Limited	Market multiple approach	Market multiples (Comparable Companies)	1.7x	The estimated fair value of investment in subsidiaries and other entities will Increase/ (decrease) if the Market multiple is higher/ (lower)
Zimyo Consulting Private Limited, Fleetx Technologies Private Limited and Mynd Solutions Private Limited	Market multiple approach and discounted cash flow approach	i) Discount rate ii) Revenue growth rate iii) Market multiples (Comparable Companies)	i) 25.80%-28.50% ii) 10%-204.7% iii) 2.1x-7.2x	The estimated fair value of investment in other entities will Increase/ (decrease) if the revenue growth rate and Market multiple is higher/ (lower).  The estimated fair value of investment in other entities will Increase/ (decrease) if the Discount Rate is (lower)/higher.
Tolexo Online Private Limited	Replacement cost method	Replacement cost	NA	NA
<b>Financial Liability</b>				
Derivative contractual Liability	Monte Carlo Simulation method	i) Discount rate ii) Revenue growth rate iii) Market multiples (Comparable Companies)	i) 25% ii) 29.60%-571.60% iii) 2.2x	The estimated fair value of derivative contract liability will Increase/ (decrease) if the Discount Rate, revenue growth rate and Market multiple is higher/ (lower).  The estimated fair value of derivative contract liability will Increase/ (decrease) if the Discount Rate is (lower)/higher.



## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 29 FAIR VALUE MEASUREMENTS (Contd.)

#### Sensitivity

For the fair value of investment in subsidiaries and other entities, reasonably possible changes in significant unobservable inputs at the reporting date would have the following effect:

	For the year ended 31 March 2023
(a) Discount Rate:	
+1% change	(9.97)
-1% change	9.62
(b) Revenue Growth Rate:	
+1% change	15.86
-1% change	(16.32)
(c) Market Multiple:	
+2.5% change	15.13
-2.5% change	(15.13)

#### c) Following table describes the valuation techniques used and key inputs thereto for the level 3 financial assets as of 31 March 2022 :

Financial assets	Valuation technique(s)	Significant Unobservable input range	Inter-relationship between significant unobservable input and fair value measurement
<b>Investment in debt instruments of subsidiaries and equity/preference instruments of other entities</b>			
- Pay With Indiamart Private Limited, Tradezeal Online Private Limited, Mobisy Technologies Private Limited, Mynd Solutions Private Limited, Zimyo Consulting Private Limited and Fleetx Technologies Private Limited	Market multiple approach	0.7x-8.3x	The estimated fair value of investment in subsidiaries and other entities will Increase/ (decrease) if the Market multiple is higher/ (lower)
- Tolexo Online Private Limited	Replacement cost method	Replacement cost	NA

#### Sensitivity

For the fair value of investment in subsidiaries and other entities, reasonably possible changes in Market Multiple by 250 basis points at the reporting date being a significant unobservable inputs, would have the following effect\*

	31 March 2022
+2.5% change in Market Multiple	32.73
-2.5% change in Market Multiple	(21.09)

#### d) Reconciliation of level 3 fair value measurements

	For the Year ended 31 March 2023	For the year ended 31 March 2022
<b>Investment in Optionally Convertible Cumulative Redeemable Preference instruments of subsidiaries</b>		
Opening balance	137.50	90.50
Gain recognised in profit or loss	(22.00)	(45.00)
Additions	-	92.00
<b>Closing balance</b>	<b>115.50</b>	<b>137.50</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 29 FAIR VALUE MEASUREMENTS (Contd.)

	For the Year ended 31 March 2023	For the year ended 31 March 2022
<b>Investment in equity/preference instruments of other entities/investment in debt instruments of associates</b>		
Opening balance	1,631.15	99.99
Gain recognised in profit or loss	239.80	7.72
Additions	320.68	1,523.44
Disposals/Extinguishment	(137.31)	-
Change in status of investment to Associate	(312.72)	-
<b>Closing balance</b>	<b>1,741.60</b>	<b>1,631.15</b>

	For the Year ended 31 March 2023	For the year ended 31 March 2022
<b>Derivative contract Liability</b>		
Opening balance	-	-
Additions	50.50	-
<b>Closing balance</b>	<b>50.50</b>	<b>-</b>

e) During the year ended 31 March 2023 and 31 March 2022, there were no transfers due to re-classification into and out of Level 3 fair value measurements.

### 30 CAPITAL MANAGEMENT

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the returns to stakeholders through the optimisation of the borrowings and equity balance.

The capital structure of the Company consists of no borrowings and only equity of the Company.

The Company is not subject to any externally imposed capital requirements.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

### 31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to market risk, credit risk and liquidity risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Board is assisted in its oversight role by internal audit. Internal audit undertakes regular reviews of risk management controls and procedures, the results of which are reported to the audit committee.

#### i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's Cash and cash equivalents, bank deposits and investments in mutual funds, bonds, exchange traded funds, debentures, units of alternative investment funds and units of investment trust.

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd.)

The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

### Trade receivables

The Company primarily collects consideration in advance for the services to be provided to the customer. As a result, the Company is not exposed to significant credit risk on trade receivables.

Cash and cash equivalents, bank deposits and investments in mutual funds, bonds, exchange traded funds, debentures, units of alternative investment funds and units of investment trust.

The company maintains its cash and cash equivalents, bank deposits, inter-corporate deposits and investment in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and units of investment trust with reputed banks and financial institutions. The credit risk on these instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

### Security deposits and Loans

The Company monitors the credit rating of the counterparties on regular basis. These instruments carry very minimal credit risk based on the financial position of parties and Company's historical experience of dealing with the parties.

### ii) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, who has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### Maturities of financial liabilities

The table below summarises the maturity profile of the Company's undiscounted financial liabilities based on contractual payments:

#### Contractual maturities of financial liabilities

31 March 2023	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	254.79	-	254.79
Lease liabilities	118.80	455.49	574.29
Other financial liabilities	218.04	57.49	275.53
	<b>591.63</b>	<b>512.98</b>	<b>1,104.61</b>

31 March 2022	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	182.96	-	182.96
Lease liabilities	100.41	634.41	734.82
Other financial liabilities	194.29	-	194.29
	<b>477.66</b>	<b>634.41</b>	<b>1,112.07</b>

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd.)

### iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include foreign currency receivables, deposits, investments in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds, units of investment trust and investment in other entities.

#### a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency). The company's exposure to unhedged foreign currency risk as at 31 March 2023 and 31 March 2022 is not material. Currency risks related to the principal amounts of the company's US dollar trade receivables.

#### b) Interest rate risk

Investment of short-term surplus funds of the Company in liquid schemes of mutual funds, bonds, debentures, units of alternative investment fund and investment trust provides high level of liquidity from a portfolio of money market securities and high quality debt and categorized as 'low risk' product from liquidity and interest rate risk perspectives.

### Sensitivity

	Impact on profit before tax	
	For the year ended 31 March 2023	For the year ended 31 March 2022
+ 5% change in NAV of mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust.	1,075.98	1,149.71
- 5% change in NAV of mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust.	(1,075.98)	(1,149.71)

## 32 SEGMENT INFORMATION

As per Ind AS 108 "Operating Segments", the Company has disclosed the segment information only as part of consolidated financial statements.

## 33 RELATED PARTY TRANSACTIONS

### i) Names of related parties and related party relationship:

#### a) Entity's subsidiaries & associates

Subsidiaries	Associates
Hello Trade Online Private Limited	Simply Vyapar Apps Private Limited
Tradezeal Online Private Limited	Ten Times Online Private Limited (ceased to be an associate with effect from 16 March 2023)
Tolexo Online Private Limited	IB Monotaro Private Limited
Pay With Indiamart Private Limited	Mobisy Technologies Private Limited (with effect from 03 November 2022)
Busy Infotech Private Limited (with effect from 06 April 2022)	
Livekeeping Technologies Private Limited (Formerly known as Finlite Technologies Private Limited) (with effect from 23 May 2022)	
Livekeeping Private Limited (Subsidiary of Livekeeping Technologies Private Limited, with effect from 23 May 2022)	

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 33 RELATED PARTY TRANSACTIONS (Contd.)

- b) Individuals owning directly or indirectly, an interest in the voting power of the Company that gives them Significant Influence over the Company and Key Management Personnel (KMP)

Name	Designation
Dinesh Chandra Agarwal	Managing Director & CEO
Brijesh Kumar Agrawal	Whole time director
Prateek Chandra	Chief financial officer
Manoj Bhargava	Company Secretary
Dhruv Prakash	Non-executive director
Rajesh Sawhney	Independent director
Elizabeth Lucy Chapman	Independent director (Resigned with effect from 07 October 2022)
Vivek Narayan Gour	Independent director
Pallavi Dinodia Gupta	Independent director (Appointed with effect from 20 October 2022)

- c) Entities where Individuals and Key Management Personnel (KMP) as defined above exercise significant influence

Mansa Enterprises Private Limited  
Mynd Solutions Private Limited

- d) Other related parties

Indiamart Employee Benefit Trust (administered Trust to manage employees share based payment plans of the company)  
Indiamart Intermesh Employees Group Gratuity Assurance Scheme (administered Trust to manage post employment defined benefits of employees of the company)

- ii) Key management personnel compensation

	For the year ended 31 March 2023	For the year ended 31 March 2022
Short-term employee benefits	154.26	137.24
Post-employment benefits	0.04	0.25
Other long-term employee benefits	1.79	0.36
Employee share based payment	13.76	5.46
	<b>169.85</b>	<b>143.31</b>

The following table provides the total amount of transactions that have been entered into with the related parties for the relevant financial year:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Entities where KMP and Individuals exercise Significant influence</b>		
<b>Expenses for rent</b>		
Mansa Enterprises Private Limited	2.64	1.73
<b>Purchase of Investment</b>		
Mynd Solutions Private Limited	240.68	-
<b>Sale of Investment</b>		
Mynd Solutions Private Limited	137.31	-
<b>Key management personnel (KMP)</b>		
<b>Recruitment and training expenses</b>		
Dhruv Prakash	2.25	-

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 33 RELATED PARTY TRANSACTIONS (Contd.)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Loans</b>		
Manoj Bhargava		1.50
<b>Director's sitting fees</b>	4.86	3.55
<b>Dividend paid</b>		
Dinesh Chandra Agarwal	17.18	129.46
Brijesh Kumar Agrawal	11.64	87.73
Prateek Chandra	0.23	1.46
Manoj Bhargava	0.01	0.01
Rajesh Sawhney	0.01	0.08
Dhruv Prakash	0.03	0.38
Vivek Narayan Gour	0.01	0.15
<b>Subsidiaries and Associates</b>		
<b>Investment in subsidiaries</b>		
Tolexo Online Private Limited	-	52.00
Tradezeal Online Private Limited	212.50	760.00
Hello Trade Online Private Limited	0.30	-
Busy Infotech Private Limited	5,000.00	-
Livekeeping Technologies Private Limited*	459.82	-
<b>Investment in associates</b>		
Simply Vyapar Apps Private Limited	39.78	615.51
Mobisy Technologies Private Limited	231.18	-
IB Monotaro Private Limited	-	1,041.77
<b>Sale of Investment in associates</b>		
Ten Times Online Pvt. Ltd	1.21	-
<b>Loans to subsidiaries</b>		
Tradezeal Online Private Limited	-	286.50
<b>Repayment of loans to subsidiaries</b>		
Tradezeal Online Private Limited	-	286.50
<b>Web &amp; Advertisement services provided to</b>		
Pay With Indiamart Private Limited	4.49	4.25
Simply Vyapar Apps Private Limited	16.47	8.43
IB Monotaro Private Limited	0.32	-
Livekeeping Technologies Private Limited	0.12	-
Busy Infotech Private Limited	0.14	-
<b>Indemnification payments</b>		
Pay With Indiamart Private Limited	0.61	0.99
<b>Customer support services availed from</b>		
Pay With Indiamart Private Limited	1.85	2.49
<b>Miscellaneous services provided to</b>		
Simply Vyapar Apps Private Limited	0.43	2.38
Livekeeping Technologies Private Limited	1.24	-
Pay With Indiamart Private Limited	0.76	-
<b>Internet and online services availed from</b>		
Ten Times Online Pvt. Ltd	0.05	0.17
<b>Interest received on loans given</b>		
Tradezeal Online Private Limited	-	2.77
<b>Share Based payment pursuant to subsidiary</b>		
Busy Infotech Private Limited	3.15	-
<b>Indiamart Employee Benefit Trust</b>		
Repayment of loan given	-	2.00
Share capital issued	2.10	1.73
Interest free loan given	-	0.50
Dividend paid	0.15	3.31

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 33 RELATED PARTY TRANSACTIONS (Contd.)

#### Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates.

The following table discloses the balances with related parties at the relevant period end:

Balance Outstanding at the period end	As at 31 March 2023	As at 31 March 2022
<b>Subsidiary companies</b>		
<b>Investment in debt instruments of subsidiaries (Measured at FVTPL)</b>		
Tolexo Online Private Limited	-	22.00
Tradezeal Online Private Limited	60.00	60.00
Pay With Indiamart Private Limited	55.50	55.50
<b>Investment in equity instruments and debentures of subsidiaries (At cost)*</b>		
Tolexo Online Private Limited	70.02	70.02
Tradezeal Online Private Limited	933.60	721.10
Hello Trade Online Private Limited	0.60	0.30
Pay With Indiamart Private Limited	1.00	1.00
Busy Infotech Private Limited	5,000.00	-
Livekeeping Technologies Private Limited*	459.82	-
<b>Key management personnel (KMP)</b>		
<b>Loans</b>		
Manoj Bhargava	-	1.50
<b>Associates</b>		
<b>Investment in equity instruments in associates (at cost)</b>		
Simply Vyapar Apps Private Limited	967.30	927.52
Ten Times Online Private Limited	-	0.93
IB Monotaro Private Limited	1,041.77	1,041.77
Mobisy Technologies Private Limited	463.90	-
<b>Investment in debt instruments in associates (at FVTPL)</b>		
Mobisy Technologies Private Limited	80.00	-
<b>Trade receivables</b>		
Simply Vyapar Apps Private Limited	2.00	-
<b>Other Recoverables</b>		
Busy Infotech Private Limited	3.15	-
<b>Deferred Revenue</b>		
Simply Vyapar Apps Private Limited	2.53	1.01
Livekeeping Technologies Private Limited	0.12	-
Busy Infotech Private Limited	0.30	-
IB Monotaro Private Limited	1.10	-
<b>Investment in Entities where KMP and Individuals exercise Significant influence</b>		
Mynd Solutions Private Limited	577.36	-

\* Does not include Contractual investment rights of INR 50.50 in Livekeeping technologies private limited

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 34 THE COMPANY HAS PROVIDED FOLLOWING FUNCTION WISE RESULTS OF OPERATIONS ON A VOLUNTARY BASIS

The management has presented the below function wise results because it also monitors its performance in the manner explained below and it believes that this information is relevant to understanding the Company's financial performance. The basis of calculation is also mentioned for reference.

	For the year ended 31 March 2023	For the year ended 31 March 2022
A Revenue from operations	9,388.17	7,507.70
B Customer service cost	(2,371.39)	(1,596.08)
<b>C Surplus over customer service cost (A-B)</b>	<b>7,016.78</b>	<b>5,911.62</b>
Selling & Distribution Expenses	1,845.68	1,097.47
Technology & Content Expenses	1,746.75	1,105.36
Marketing Expenses	47.50	26.45
Depreciation and amortisation	192.68	119.01
Other Operating Expenses	760.63	561.42
<b>D Total</b>	<b>4,593.24</b>	<b>2,909.71</b>
<b>E Operating profit (C-D)</b>	<b>2,423.54</b>	<b>3,001.91</b>
Finance costs	(46.79)	(54.02)
Other income	1,128.83	1,078.60
<b>F Total</b>	<b>1,082.04</b>	<b>1,024.58</b>
<b>Profit before exceptional items and tax</b>	<b>3,505.58</b>	<b>4,026.49</b>
Exceptional item	52.61	-
<b>G Profit before tax</b>	<b>3,452.97</b>	<b>4,026.49</b>
Tax expense	731.11	928.25
<b>Profit for the period</b>	<b>2,721.86</b>	<b>3,098.24</b>

Below is the basis of classification of various function wise expenses mentioned above:

#### Customer service cost

Customer service cost primarily consists of employee benefits expense (included on "Employee benefit expense" in Note 21) for employees involved in servicing of our clients; website content charges (included in "Content development expenses" in Note 24); PNS charges i.e. rental for premium number service provided to our paying suppliers (included in "Buyer Engagement Expenses" in Note 24); SMS & Email charges i.e. cost of notifications sent to paying suppliers through SMS or email (included in "Buyer Engagement Expenses" in Note 24); Buy Lead Verification & Enrichment i.e. costs incurred in connection with the verification of RFQs posted by registered buyers on Indiamart and provided to our paying suppliers as a part of our subscription packages (included in "Customer Support Expenses" in Note 24); other expenses such as rent, power and fuel, repair & maintenance, travelling & conveyance allocated based on employee count; collection charges; domain registration & renewal charges (included in "Internet and other online expenses" in Note 24) for serving our clients.

#### Selling & Distribution Expenses

Selling & Distribution Expenses primarily consists of employee benefits expense for employees involved in acquisition of new paying suppliers; Outsourced sales cost i.e. costs incurred in connection with our outsourced telephone sales team and field sales team, other expenses such as rent, power and fuel, repair & maintenance, travelling & conveyance allocated based on employee count.

#### Technology & Content Expenses

Technology and content expenses include employee benefits expense for employees involved in the research and development of new and existing products and services, development, design, and maintenance of our website and mobile application, curation and display of products and services made available on our websites, and digital infrastructure costs;

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 34 THE COMPANY HAS PROVIDED FOLLOWING FUNCTION WISE RESULTS OF OPERATIONS ON A VOLUNTARY BASIS (Contd.)

Data Verification & Enrichment i.e. amount paid to third parties to maintain and enhance our database (included in "Content development expenses" in Note 24); PNS charges i.e. rental for premium number service provided to our free suppliers (included in "Buyer Engagement Expenses" in Note 24); SMS & Email charges i.e. cost of notifications sent to buyers and free suppliers through SMS or email (included in "Buyer Engagement Expenses" in Note 24); Buy Lead Verification & Enrichment i.e. costs incurred in connection with the verification of RFQs posted by registered buyers on Indiamart and provided to our free suppliers (included in "Customer Support Expenses" in Note 24); other expenses such as rent, power and fuel, repair & maintenance, travelling & conveyance allocated based on employee count; Complaint Handling (1-800) Exp. (included in "Customer Support Expenses" in Note 24); Server Exp. (Web Space for Hosting), Software Expenses, Server Exp. (Google Emails-Employees) & Website Support & Maintenance (included in "Internet and other online expenses" in Note 24).

#### Marketing Expenses

While most of our branding and marketing is done by our field sales representatives through face to face meetings with potential customers (included in Selling & Distribution Expenses), our branding is aided by our spending on marketing, such as targeted digital marketing, search engine advertisements and offline advertising, and we also engage in advertising campaigns from time to time through television and print media. Employee benefits expense for employees involved in marketing activities are also included in marketing expenses.

#### Other Operating Expenses

Other operating expenses primarily include employee benefits expense for our support function employees; expenses such as rent, power and fuel, repair & maintenance, travelling & conveyance allocated basis employee count; browsing & connectivity-branch & employees (included in "Internet and other online expenses" in Note 24); telephone expenses-branch & employees (included in "Communication Costs" in Note 24); recruitment and training expenses; legal and professional fees and other miscellaneous operating expenses.

### 35 CONTINGENT LIABILITIES AND COMMITMENTS

#### a) Contingent liabilities

- Pursuant to the service tax audit for the financial year 2013-14 to 2017-18 (i.e. upto 30 June 2017), a demand has been raised on non-payment of service tax under rule 6(3) of CCR, 2004 on "Net gain on sale of current investments" of INR 15.38. The Company has already recorded the provision for the said amount in the books of accounts in the financial year 2019-20. The Company was contesting the aforesaid mentioned demand against commissioner (Appeals). During the current year, the order has been received rejecting the appeal and imposing 100% penalty of INR 15.38. The Company is in process of filing the appeal before Tribunal against the order, and the management believes that the Company's position in the matter will be tenable.
- On February 28, 2019, a judgment of the Supreme Court of India interpreting certain statutory defined contribution obligations of employees and employers altered historical understandings of such obligations, extending them to cover additional portions of the employee's income. However, the judgment isn't explicit if such interpretation may have retrospective application resulting in increased contribution for past and future years for certain employees of the Company. The Company, based on an internal assessment, evaluated that there are numerous interpretative challenges on the retrospective application of the judgment which results in impracticability in estimation of and timing of payment and amount involved. As a result of lack of implementation guidance and interpretative challenges involved, the Company is unable to reliably estimate the amount involved. Accordingly, the Company shall evaluate the amount of provision, if any, on there being further clarity on the matter.
- The Company is involved in various lawsuits, claims and proceedings that arise in the ordinary course of business, the outcome of which is inherently uncertain. Some of these matters include speculative and frivolous claims for substantial or indeterminate amounts of damages. The Company records a liability when it is both probable that a loss has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Company reviews these provisions and adjusts these provisions accordingly to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. The Company believes that the amount or estimable range of reasonably possible loss, will not, either individually or in the aggregate, have a material adverse effect on its business, financial position, results or cash flows of the Company, with respect to loss contingencies for legal and other contingencies as at 31 March 2023.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 35 CONTINGENT LIABILITIES AND COMMITMENTS (Contd.)

- The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be notified. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are notified.

#### b) Capital and other commitments

- As at 31 March 2023, the Company has NIL capital commitment (31 March 2022: NIL).
- The Company will provide financial support to its wholly owned subsidiaries, so as to meet their liabilities as and when the same is required.

### 36 CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

Particulars	31 March 2023	31 March 2022
a) Amount required to be spent by the company during the year,	51.38	34.86
b) Amount of expenditure incurred on:		
(i) construction/acquisition of any asset	-	-
(ii) on purpose other than (i) above	39.81	36.40
c) (Shortfall) /excess at the end of year <sup>#</sup>	(11.57)	0.03
d) Total previous year (Shortfall) /excess	-	1.51
e) Reason for shortfall	Pertains to ongoing projects	NA
f) Nature of CSR Activities	*	**
g) Details of related party transaction in relation to CSR expenditure	Nil	Nil
h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the previous year shall be shown separately.	-	-

\* Primary Education and Skill Development

\*\* Education and skill development, healthcare, socio-economic development and any activity covered under schedule VII of Companies Act 2013.

<sup>#</sup> The Company has transferred the unspent CSR liability to "Indiamart InterMesh Limited unspent CSR account FY-2022-23" amounting to INR 12.03, basis the approved projects.

### 37 ADDITIONAL REGULATORY INFORMATION

#### a) - Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance*
<b>Current Ratio (in times)</b>	Current Assets	Current liabilities	2.70	3.70	-27%
<b>Debt-Equity Ratio (in times)</b>	Total debts (represents lease liabilities) (Refer Note 1 below)	Shareholder's equity	0.02	0.03	-25%
<b>Debt Service Coverage Ratio (in times)</b>	Earning available for debt service (Refer Note 2 below)	Debt Service (Refer Note 3 below)	7.00	5.98	17%
<b>Interest Coverage ratio (in times)</b>	Profit before interest, tax & exceptional items	Finance cost	75.92	75.54	1%
<b>Return on Equity Ratio (in %)</b>	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	13.76%	17.66%	-22%
<b>Trade Receivables turnover ratio (in times)</b>	Net Credit sales during the year	Average trade receivable	23.38	20.63	13%

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 37 ADDITIONAL REGULATORY INFORMATION (Contd.)

Ratio	Numerator	Denominator	Current year	Previous year	% Variance*
<b>Trade payables turnover ratio (in times)</b>	Other expenses	Average trade payable	12.70	10.44	22%
<b>Net capital turnover ratio (in times)</b>	Revenue from operations	Working capital (Current Assets-Current liabilities)	0.67	0.42	59%
<b>Net profit ratio (in %)</b>	Net profit after tax	Revenue from operations	28.99%	41.27%	-30%
<b>Operating Profit Margin ratio (in %)</b>	Profit before interest, tax, exceptional items & other income	Revenue from operations	25.81%	39.98%	-35%
<b>EBITDA Margin ratio (in %)</b>	EBITDA (Refer Note 8 below)	Revenue from operations	27.87%	41.57%	-33%
<b>Return on Capital employed (ROCE) (in %)</b>	Earning before interest and taxes	Capital employed (Refer Note 4 below)	16.58%	20.78%	-20%
<b>Return on investment (ROI) (in %)</b>	Income generated from invested funds (Refer Note 5 below)	Average invested funds in treasury investments (Refer Note 6 below)	4.46%	4.49%	-1%
<b>Debt to EBITDA (in times)</b>	Total debts (represents lease liabilities) (Refer Note 1 below)	EBITDA (Refer Note 8 below)	0.18	0.18	-3%

#### Notes

- Total debt represents lease liabilities.
- Earning available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and amortizations + Interest + other adjustments like gain on sale of Fixed assets, share based expenses etc.
- Debt service = Lease Payments (Interest + Principal)
- Capital Employed = Total shareholder's equity + Deferred tax liability + Lease liabilities
- Income generated from invested funds = FVTPL gain on mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust + Interest income from Bank deposits + Interest income on inter corporate deposits
- Average invested funds in treasury investments = Average of (Average quarterly opening treasury investments and quarterly closing treasury investments #)
- Treasury Investments = Mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust + Inter - corporate deposits + Bank deposits
- Average is calculating based on simple average of opening and closing balances.
- EBITDA stands for profit before interest, tax, depreciation, amortisation & exceptional items.

\* Explanation where variance in ratio is more than 25%

#### Current Ratio

The fall in ratio primarily on account of decrease in the current assets as the Company has utilised the investment in liquid instruments, to make strategic investments which are classified in non current assets. Further there has been an increase in the current contract liabilities.

#### Net capital turnover ratio (in times)

On account of increase in the revenue for the year and decrease in the net working capital.

#### Net profit ratio (in %), Operating Profit Margin ratio (in %) & EBITDA Margin ratio (in times)

Decrease is on account of increase in operating expenses (majorly employee benefit expenses) as compared to increase in revenue.

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 37 ADDITIONAL REGULATORY INFORMATION (Contd.)

#### b) - Relationship with Struck off companies

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
1	Maharishi Charak Natural Private Limited	Revenue and contract liabilities	Customer	-*	-*
2	Sahani Packaging Private Limited	Revenue and contract liabilities	Customer	-*	-*
3	Kilburn Power Gear Limited	Revenue and contract liabilities	Customer	-*	-*
4	Solitude Engineering	Revenue and contract liabilities	Customer	-*	-*
5	Sumithra Agro Foods Private Limited	Revenue and contract liabilities	Customer	-*	-*
6	Jee Lighting System Private Limited	Revenue and contract liabilities	Customer	-*	-*
7	Gabbar Enterprises Private Limited	Revenue and contract liabilities	Customer	-*	-*
8	Mybestfood Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
9	New Hindustan Tubes Private Limited	Revenue and contract liabilities	Customer	-*	-*
10	Shml Infra Private Limited	Revenue and contract liabilities	Customer	-*	-*
11	4Uformulations Private Limited	Revenue and contract liabilities	Customer	-*	-*
12	Fifthridge Technology Private Limited	Revenue and contract liabilities	Customer	-*	-*
13	Tocis Private Limited	Revenue and contract liabilities	Customer	-*	-*
14	Acro Fire Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
15	Mukhi Charging Solutions (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
16	Sublime Arc India Private Limited	Revenue and contract liabilities	Customer	-*	-*
17	Agrono Mech Private Limited	Revenue and contract liabilities	Customer	-*	-*
18	Pm Gapat Private Limited	Revenue and contract liabilities	Customer	-*	-*
19	Ind Digisoft Private Limited	Revenue and contract liabilities	Customer	-*	-*
20	Hani Homes	Revenue and contract liabilities	Customer	-*	-*
21	Pacbran (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
22	Ferroteal Private Limited	Revenue and contract liabilities	Customer	-*	-*
23	Balaj Gum India Pvt Ltd	Revenue and contract liabilities	Customer	-*	-*
24	Mukund Logistics Private Limited	Revenue and contract liabilities	Customer	-*	-*
25	Shipvey Cargo (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
26	Osmic Glass (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
27	Soundwave Technologies (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
28	Brikbond Online Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
29	Balaji Subhas And Prabhas Private Limited	Revenue and contract liabilities	Customer	-*	-*
30	Notion Engineering Private Limited	Revenue and contract liabilities	Customer	-*	-*
31	Fleetkart Logisitics Private Limited	Revenue and contract liabilities	Customer	-*	-*
32	7Th Sky Innovative Consultants Private Limited	Revenue and contract liabilities	Customer	-*	-*
33	Hybrid Solutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
34	Sarvcon Training And Consultants Private Limited	Revenue and contract liabilities	Customer	-*	-*
35	Shruthi Homes And Paving Blocks Private Limited	Revenue and contract liabilities	Customer	-*	-*
36	Altek India Private Limited	Revenue and contract liabilities	Customer	-*	-*
37	Drientech Engineers Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
38	Protectron Electromech Private Limited	Revenue and contract liabilities	Customer	-*	-*
39	Edicent Quality Registrar Private Limited	Revenue and contract liabilities	Customer	-*	-*

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 37 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
40	Jy Block Bearing Company Private Limited	Revenue and contract liabilities	Customer	-*	-*
41	Amisan Solutions Prvate Limited	Revenue and contract liabilities	Customer	-*	-*
42	Apple Insulated Wires Private Limited	Revenue and contract liabilities	Customer	-*	-*
43	Herbalife International India Pvt Ltd	Revenue and contract liabilities	Customer	-*	-*
44	Tbc By Nature Private Limited	Revenue and contract liabilities	Customer	-*	-*
45	V-Tac Infra System India Private Limited.	Revenue and contract liabilities	Customer	-*	-*
46	Ultrachrom Innovatives Private Limited (Opc)	Revenue and contract liabilities	Customer	-*	-*
47	Dynamic Remedies Pvt Ltd	Revenue and contract liabilities	Customer	-*	-*
48	Leo Textile Spares India (P)Ltd	Revenue and contract liabilities	Customer	-*	-*
49	Bhumika Organic Product Private Limited	Revenue and contract liabilities	Customer	-*	-*
50	Unique CompuSoft Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
51	Paradise Electricals (P) Ltd	Revenue and contract liabilities	Customer	-*	-*
52	Dinora International India Private Limited	Revenue and contract liabilities	Customer	-*	-*
53	Pyrotek India Private Limited	Revenue and contract liabilities	Customer	-*	-*
54	Marketwave Solutions (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
55	Datta Krupa Food Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
56	Raviwell Healthcare Private Limited	Revenue and contract liabilities	Customer	-*	-*
57	Quality Technoplus Private Limited	Revenue and contract liabilities	Customer	-*	-*
58	Aadeshwar Herbs Private Limited	Revenue and contract liabilities	Customer	-*	-*
59	Aden Oil India Private Limited	Revenue and contract liabilities	Customer	-*	-*
60	Lush Green Decor Horticulture And Landscape Privat	Revenue and contract liabilities	Customer	-*	-*
61	Atoz Staffing Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
62	Motoqo Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
63	Rasayan Vidhi Private Limited	Revenue and contract liabilities	Customer	-*	-*
64	Croissance Group Of Consultant Private Limited	Revenue and contract liabilities	Customer	-*	-*
65	Technistar India Private Limited	Revenue and contract liabilities	Customer	-*	-*
66	Sadhana Infra & Peb Projects Private Limited	Revenue and contract liabilities	Customer	-*	-*
67	Audiotechnik Prosolutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
68	Bhangale Hydraulics Pvt Ltd	Revenue and contract liabilities	Customer	-*	-*
69	Villus International (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
70	Kosini Fire & Security Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
71	Ashtasiddhi Vinayak Telecast & Teleport Private Li	Revenue and contract liabilities	Customer	-*	-*
72	Abpx Pharma Private Limited	Revenue and contract liabilities	Customer	-*	-*
73	Biofix Infiniumz Private Limited	Revenue and contract liabilities	Customer	-*	-*
74	Kazhugu Alavukol Private Limited	Revenue and contract liabilities	Customer	-*	-*
75	Leo Royal Techserve Private Limited	Revenue and contract liabilities	Customer	-*	-*
76	Aloe Pharmacy Private Limited	Revenue and contract liabilities	Customer	-*	-*
77	Navya Automation System Private Limited	Revenue and contract liabilities	Customer	-*	-*
78	Alivesmart India Private Limited	Revenue and contract liabilities	Customer	-*	-*
79	V Laval Engineering Private Limited	Revenue and contract liabilities	Customer	-*	-*
80	Advantech Crane Automation Private Limited	Revenue and contract liabilities	Customer	-*	-*

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 37 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
81	Vls Healthcare Private Limited	Revenue and contract liabilities	Customer	-*	-*
82	Micro Flow Contamination Solutions (India) Private	Revenue and contract liabilities	Customer	-*	-*
83	Rajratan Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
84	Kumar Ceramics Private Limited	Revenue and contract liabilities	Customer	-*	-*
85	Aspen Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
86	Microflow Devices India Private Limited	Revenue and contract liabilities	Customer	-*	-*
87	Ad Worldwide-Tech Co.Private Limited	Revenue and contract liabilities	Customer	-*	-*
88	Mercatum Technology Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
89	Fairhomes Interior Private Limited	Revenue and contract liabilities	Customer	-*	-*
90	Accu Medi Tech Private Limited	Revenue and contract liabilities	Customer	-*	-*
91	Agi Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
92	R M Retail Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
93	Appolex Road Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
94	Sha Hydraulics Private Limited	Revenue and contract liabilities	Customer	-*	-*
95	Dudhi Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
96	Giriraj Steels	Revenue and contract liabilities	Customer	-*	-*
97	Jumboo Deep Adventures & Tours Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
98	Egreat Cosmo Care Private Limited	Revenue and contract liabilities	Customer	-*	-*
99	Suryavanshi Pasandiya Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
100	Alto Molto India Private Limited	Revenue and contract liabilities	Customer	-*	-*
101	Axcel Adorn Private Limited	Revenue and contract liabilities	Customer	-*	-*
102	Seven Plus Infra Private Limited	Revenue and contract liabilities	Customer	-*	-*
103	Shanvi Fmcg Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
104	Sathi Battery Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
105	Medivantis Pharma Private Limited	Revenue and contract liabilities	Customer	-*	-*
106	Koka Technology Private Limited	Revenue and contract liabilities	Customer	-*	-*
107	Shree Muruga Consumer Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
108	Motexo Oil India (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
109	Gstek Plastcon Private Limited	Revenue and contract liabilities	Customer	-*	-*
110	Bpocornet Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
111	Nature Bee Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
112	Pfc Clothing Private Limited	Revenue and contract liabilities	Customer	-*	-*
113	Sausha R&D Private Limited	Revenue and contract liabilities	Customer	-*	-*
114	Optotec Electronics Private Limited	Revenue and contract liabilities	Customer	-*	-*
115	Vegavan Private Limited	Revenue and contract liabilities	Customer	-*	-*
116	Everything Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
117	Fixfreely Home Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
118	Fk Digttech (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
119	Perfect Agrochem Private Limited	Revenue and contract liabilities	Customer	-*	-*
120	Sri Pack Packing Machinery Private Limited	Revenue and contract liabilities	Customer	-*	-*
121	Hilm Imagineering Private Limited	Revenue and contract liabilities	Customer	-*	-*
122	Mg Krushi Dhan Agrotech Private Limited	Revenue and contract liabilities	Customer	-*	-*
123	Expert Engineers For You Private Limited	Revenue and contract liabilities	Customer	-*	-*

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 37 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
124	Black Empire Private Limited	Revenue and contract liabilities	Customer	-*	-*
125	First Choice Machinery India Private Limited	Revenue and contract liabilities	Customer	-*	-*
126	Wali Technosoft Private Limited	Revenue and contract liabilities	Customer	-*	-*
127	Admanik Fashion Private Limited	Revenue and contract liabilities	Customer	-*	-*
128	Cartomax Lubricants Private Limited	Revenue and contract liabilities	Customer	-*	-*
129	Ritajya Industry Private Limited	Revenue and contract liabilities	Customer	-*	-*
130	Tanushri Soap Ocean (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
131	Lemison Laundry Equipment Private Limited	Revenue and contract liabilities	Customer	-*	-*
132	Dizzart Flooring Private Limited	Revenue and contract liabilities	Customer	-*	-*
133	Nizamis Exim Private Limited	Revenue and contract liabilities	Customer	-*	-*
134	Kmr Socks Private Limited	Revenue and contract liabilities	Customer	-*	-*
135	Mechwing Engineering And Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
136	E-Systems Techno Private Limited	Revenue and contract liabilities	Customer	-*	-*
137	Aps Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
138	Greenhandle Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
139	Spine Care Medical Instruments Private Limited	Revenue and contract liabilities	Customer	-*	-*
140	Amso Pharma Private Limited	Revenue and contract liabilities	Customer	-*	-*
141	Starlife Enterprises India Private Limited	Revenue and contract liabilities	Customer	-*	-*
142	Gc Furn Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
143	Connectia Tech Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
144	Prayer Export Private Limited	Revenue and contract liabilities	Customer	-*	-*
145	Eurosia Irrigation Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
146	Maxin Hydro Dynamic India Private Limited	Revenue and contract liabilities	Customer	-*	-*
147	Taamini Crop Science Private Limited	Revenue and contract liabilities	Customer	-*	-*
148	Vikas Scientific Instruments Private Limited	Revenue and contract liabilities	Customer	-*	-*
149	Lorman Kitchen Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
150	Nathanz Chemicals Private Limited	Revenue and contract liabilities	Customer	-*	-*
151	Jad Technosoft Private Limited	Revenue and contract liabilities	Customer	-*	-*
152	Jp Energy Systems (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
153	Rajjalita Chemicals Private Limited	Revenue and contract liabilities	Customer	-*	-*
154	Nesa Radiation Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
155	First Office Solutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
156	Prodigy Secure India Private Limited	Revenue and contract liabilities	Customer	-*	-*
157	Supreme Reliable Retail Private Limited	Revenue and contract liabilities	Customer	-*	-*
158	Hottip India Private Limited	Revenue and contract liabilities	Customer	-*	-*
159	Kitchen Aids Distributors Private Limited	Revenue and contract liabilities	Customer	-*	-*
160	Eon Interior Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
161	Crown Filtech Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
162	Ade Courier & Cargo Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
163	Informatics E-Tech (India) Ltd	Revenue and contract liabilities	Customer	-*	-*
164	Rishirop Polymers Private Limited	Revenue and contract liabilities	Shareholders#	-	-
165	Puran Associates Private Limited	Revenue and contract liabilities	Shareholders#	-	-

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 37 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2022	
				Transaction amount	Balance outstanding
1	SG Fabs Kitchen Equipment Private Limited	Revenue and contract liabilities	Customer	-*	-*
2	Amro Cranes Private Limited	Revenue and contract liabilities	Customer	-*	-*
3	Kumar Ceramics Private Limited	Revenue and contract liabilities	Customer	-*	-*
4	Aspen Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
5	Vikas Scientific Instruments Private Limited	Revenue and contract liabilities	Customer	-*	-*
6	Mars Sterile Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
7	Parameshwary Embed Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
8	Nirvana Fashion Private Limited	Revenue and contract liabilities	Customer	-*	-*
9	Lemison Laundry Equipment Private Limited	Revenue and contract liabilities	Customer	-*	-*
10	Lorman Induction Technology Private Limited	Revenue and contract liabilities	Customer	-*	-*
11	Advantech Crane Automation Private Limited	Revenue and contract liabilities	Customer	-*	-*
12	Giriraj Steels Private Limited	Revenue and contract liabilities	Customer	-*	-*
13	First Office Solutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
14	Mollimax Suppliers Private Limited	Revenue and contract liabilities	Customer	-*	-*
15	Sunflower Natural Perfume Private Limited	Revenue and contract liabilities	Customer	-*	-*
16	Woman Arts Food Private Limited	Revenue and contract liabilities	Customer	-*	-*
17	Art Of Masala Foods Private Limited	Revenue and contract liabilities	Customer	-*	-*
18	Ratnaprava Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
19	Aps Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
20	Leo Royal Techserve Private Limited	Revenue and contract liabilities	Customer	-*	-*
21	Aditya Inkjet Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
22	Mercatum Technology Private Limited	Revenue and contract liabilities	Customer	-*	-*
23	Rajaratna Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
24	Micro-Flow Contamination Solutions (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
25	Sun Sports Private Limited	Revenue and contract liabilities	Customer	-*	-*
26	Maitri Infosoft Private Limited	Revenue and contract liabilities	Customer	-*	-*
27	R. M. Retail Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
28	Navya Automation System Private Limited	Revenue and contract liabilities	Customer	-*	-*
29	Alba Nova Life Science Private Limited	Revenue and contract liabilities	Customer	-*	-*
30	Supreme Reliable Retail Private Limited	Revenue and contract liabilities	Customer	-*	-*
31	Ashwattha Enterprises Private Limited	Revenue and contract liabilities	Customer	-*	-*
32	E-Systems Techno Private Limited	Revenue and contract liabilities	Customer	-*	-*
33	Dev Electromedical Private Limited	Revenue and contract liabilities	Customer	-*	-*
34	Aster Automotive Private Limited	Revenue and contract liabilities	Customer	-*	-*
35	Hottip India Private Limited	Revenue and contract liabilities	Customer	-*	-*
36	Safezonee Enviro Engineers Private Limited	Revenue and contract liabilities	Customer	-*	-*
37	Agi Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
38	Crown Filtech Private Limited	Revenue and contract liabilities	Customer	-*	-*
39	Jp Energy Systems India Private Limited	Revenue and contract liabilities	Customer	-*	-*
40	Mahavir Interiors & Projects Private Limited	Revenue and contract liabilities	Customer	-*	-*
41	Atharva Industrial Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
42	Fire Engitech Private Limited	Revenue and contract liabilities	Customer	-*	-*
43	Taamini Crop Science Private Limited	Revenue and contract liabilities	Customer	-*	-*
44	Sidhi Vinayak Footwears Private Limited	Revenue and contract liabilities	Customer	-*	-*
45	Applox Road Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
46	Nizami'S Exim Private Limited	Revenue and contract liabilities	Customer	-*	-*
47	Nathanz Chemicals Private Limited	Revenue and contract liabilities	Customer	-*	-*
48	Starlife Enterprises India Private Limited	Revenue and contract liabilities	Customer	-*	-*



# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 37 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2022	
				Transaction amount	Balance outstanding
49	Maanam Corporation (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
50	Intersoftkk (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
51	Visaag Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
52	Fairhomes Interior Private Limited	Revenue and contract liabilities	Customer	-*	-*
53	Z-Axis Decors Private Limited	Revenue and contract liabilities	Customer	-*	-*
54	Aguaz Water Private Limited	Revenue and contract liabilities	Customer	-*	-*
55	Sharmila Manpower Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
56	Venerate Exports Private Limited	Revenue and contract liabilities	Customer	-*	-*
57	Midshipmite Recruiters Private Limited	Revenue and contract liabilities	Customer	-*	-*
58	Alen Fab Private Limited	Revenue and contract liabilities	Customer	-*	-*
59	Jacob And Sons Trading Private Limited	Revenue and contract liabilities	Customer	-*	-*
60	Green Velly Pesticides Private Limited	Revenue and contract liabilities	Customer	-*	-*
61	Virsun Organic India Private Limited	Revenue and contract liabilities	Customer	-*	-*
62	Axelerant Infra (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
63	Isavgo Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
64	Se Consultancy Private Limited	Revenue and contract liabilities	Customer	-*	-*
65	Taral Pharma Machinery Private Limited	Revenue and contract liabilities	Customer	-*	-*
66	Tera Ventura Agro And Textiles Private Limited	Revenue and contract liabilities	Customer	-*	-*
67	Dinora International India Private Limited	Revenue and contract liabilities	Customer	-*	-*
68	Shri Laxmi Chemicals And Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
69	Biofix Infiniumz Private Limited	Revenue and contract liabilities	Customer	-*	-*
70	Aasara Pre-Fab Private Limited	Revenue and contract liabilities	Customer	-*	-*
71	Hansru Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
72	Informatics E-Tech (India) Limited	Revenue and contract liabilities	Customer	-*	-*
73	Diamenta Jewels Private Limited	Revenue and contract liabilities	Customer	-*	-*
74	Sapphire Industrial Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
75	Aasthaa Airtech Private Limited	Revenue and contract liabilities	Customer	-*	-*
76	Super Transports Private Limited	Revenue and contract liabilities	Customer	-*	-*
77	Yo Dry Fruits Private Limited	Revenue and contract liabilities	Customer	-*	-*
78	Green Handle Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
79	Sha Hydraulics Private Limited	Revenue and contract liabilities	Customer	-*	-*
80	Prinz Infosoft Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
81	Connectia Tech Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
82	Accu Meditech Private Limited	Revenue and contract liabilities	Customer	-*	-*
83	Access 1 Solution Digital Marketing Private Limited	Revenue and contract liabilities	Customer	-*	-*
84	Panacea Natural Greens India Private Limited	Revenue and contract liabilities	Customer	-*	-*
85	Kazhugu Alavukol Private Limited	Revenue and contract liabilities	Customer	-*	-*
86	Abpx Pharma Private Limited	Revenue and contract liabilities	Customer	-*	-*
87	Beetaair Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
88	Aloe Pharmacy Private Limited	Revenue and contract liabilities	Customer	-*	-*
89	Sant Krupa Steel India Private Limited	Revenue and contract liabilities	Customer	-*	-*
90	Euroasia Irrigation Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
91	K. S. R. Brothers Private Limited	Revenue and contract liabilities	Customer	-*	-*
92	Jumboodeep Adventures & Tours Private Limited.	Revenue and contract liabilities	Customer	-*	-*
93	Exhicon World Exhibit Private Limited	Revenue and contract liabilities	Customer	-*	-*
94	Maxin Hydro Dynamic India Private Limited	Revenue and contract liabilities	Customer	-*	-*

# NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 37 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2022	
				Transaction amount	Balance outstanding
95	Nesa Radiation Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
96	Bvr Toys And Furnitures Private Limited	Revenue and contract liabilities	Customer	-*	-*
97	Js Hawkers India Private Limited	Revenue and contract liabilities	Customer	-*	-*
98	Saral Filtration Private Limited	Revenue and contract liabilities	Customer	-*	-*
99	Embassy Stones Private Limited	Revenue and contract liabilities	Customer	-*	-*
100	Lavl Automotive India Private Limited	Revenue and contract liabilities	Customer	-*	-*
101	R Tex Spin Mach Private Ltd.	Revenue and contract liabilities	Customer	-*	-*
102	Aarts Creative Studio Opc Private Limited	Revenue and contract liabilities	Customer	-*	-*
103	K. P. Fabricators & Engineers (Gujarat) Private Limited	Revenue and contract liabilities	Customer	-*	-*
104	Mazda Agencies Private Limited	Revenue and contract liabilities	Customer	-*	-*
105	Manmohan Marketing Private Limited	Revenue and contract liabilities	Customer	-*	-*
106	Vacatio Leisures Private Limited	Revenue and contract liabilities	Customer	-*	-*
107	Fast Care India Pest Control Private Limited	Revenue and contract liabilities	Customer	-*	-*
108	Fannar Exim Private Limited	Revenue and contract liabilities	Customer	-*	-*
109	Microsidd India Private Limited	Revenue and contract liabilities	Customer	-*	-*
110	Infrawave Ites Private Limited	Revenue and contract liabilities	Customer	-*	-*
111	Disti (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
112	Dia Overseas Private Limited	Revenue and contract liabilities	Customer	-*	-*
113	Bizkraft Concepts Private Limited	Revenue and contract liabilities	Customer	-*	-*
114	Primero Meditech Private Limited	Revenue and contract liabilities	Customer	-*	-*
115	Grey Box Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
116	Purofyhealth Private Limited	Revenue and contract liabilities	Customer	-*	-*
117	Aplast International Private Limited	Revenue and contract liabilities	Customer	-*	-*
118	Axiomata Elevators Private Limited	Revenue and contract liabilities	Customer	-*	-*
119	Amruta Pharmaceutical Private Limited	Revenue and contract liabilities	Customer	-*	-*
120	Luxorian Corporate Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
121	Tgs Vertical Transportation Private Limited	Revenue and contract liabilities	Customer	-*	-*
122	Gdc Agro Foods Private Limited	Revenue and contract liabilities	Customer	-*	-*
123	Purplepro It Solutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
124	Telesis Consultancy Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
125	Tot'Strunk Private Limited	Revenue and contract liabilities	Customer	-*	-*
126	Goeco Solar Power Private Limited	Revenue and contract liabilities	Customer	-*	-*
127	Vividha Arts Private Limited	Revenue and contract liabilities	Customer	-*	-*
128	Striker Security Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
129	Heritage Manufacturing Company Private Limited	Revenue and contract liabilities	Customer	-*	-*
130	Brivon Pharmatec Private Limited	Revenue and contract liabilities	Customer	-*	-*
131	D1 Engineering And Constructions (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
132	Incon Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
133	Eleczio (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
134	Lunatic Craftwork Private Limited	Revenue and contract liabilities	Customer	-*	-*
135	Akara Exim Private Limited	Revenue and contract liabilities	Customer	-*	-*
136	Ovata Seal Construction Private Limited	Revenue and contract liabilities	Customer	-*	-*
137	Dpass Multi Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2022	
				Transaction amount	Balance outstanding
138	Strawsun Manufacture Private Limited	Revenue and contract liabilities	Customer	-*	-*
139	Gintara Private Limited	Revenue and contract liabilities	Customer	-*	-*
140	Solsun Power (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
141	Ashwanthana Private Limited	Revenue and contract liabilities	Customer	-*	-*
142	Abba Cure & Care Private Limited	Revenue and contract liabilities	Customer	-*	-*
143	Dream Success Inframart Private Limited	Revenue and contract liabilities	Customer	-*	-*
144	We Sprout Landscapers (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
145	Ab Brothers Private Limited (Opc)	Revenue and contract liabilities	Customer	-*	-*
146	Nlive Electronics India Private Limited	Revenue and contract liabilities	Customer	-*	-*
147	Clarismart Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
148	Kings And Queens Impex Private Limited (Opc)	Revenue and contract liabilities	Customer	-*	-*
149	Majesty Aaron Elevators India Private Limited	Revenue and contract liabilities	Customer	-*	-*
150	Alfatech Thermal Engineers Private Limited	Revenue and contract liabilities	Customer	-*	-*
151	Kagazi Crafts Private Limited	Revenue and contract liabilities	Customer	-*	-*
152	Oum Sound & Acoustic Private Limited	Revenue and contract liabilities	Customer	-*	-*
153	Seastar Watersport Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
154	Jingea Art Private Limited	Revenue and contract liabilities	Customer	-*	-*
155	Naksh Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
156	Rrootofly Online Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
157	Rubicon Ro Private Limited	Revenue and contract liabilities	Customer	-*	-*
158	Aqua Purity Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
159	Puran Associates Private Limited	-	Shareholders #	-	-
160	Avanti Realtors Private Limited	-	Shareholders #	-	-
161	Rishiroop Polymers Pvt Ltd	-	Shareholders #	-	-
162	Ratna Commercial Enterprises Pvt Ltd	-	Shareholders #	-	-

\* Less than INR 1.00 Million.

# Shareholders means persons holding the securities of the Company.

### 38 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT 2006:

	As at 31 March 2023	As at 31 March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	-	-
- Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

## NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 39 EVENTS AFTER THE REPORTING PERIOD

a) The Company has evaluated all the subsequent events through 28 April 2023 which is the date on which these standalone financial statements were issued, and no events have occurred from the balance sheet date through that date except for matters that have already been considered in the standalone financial statements.

#### b) Dividend

Dividend declared by the Company is based on the profit available for distribution. On April 28 2023, the Board of Directors of the Company have proposed a final dividend of INR 20/- per share in respect of the year ended 31 March 2023.

#### c) Bonus Issue

On April 28, 2023, the Board of Directors of the Company proposed issuance of 1:1 bonus shares on fully paid equity shares having face value of INR 10 per share, subject to approval of the shareholders. In the event of approval by the Shareholders of the proposed Bonus issue, post adjusting for this Bonus issue, the Basic Earnings per equity share would have been INR 44.57 per share and INR 50.92 per share for the year ended 31 March 2023 and 31 March 2022 respectively, and Diluted Earnings per equity share would have been INR 44.42 per share and INR 50.40 per share for the year ended 31 March 2023 and 31 March 2022 respectively.

As per our report of even date

 For **B S R & Co. LLP**
*Chartered Accountants*

ICAI Firm Registration No.: 101248W/ W-100022

**Kanika Kohli**
*Partner*

Membership No.: 511565

Place: Gurugram

Date: 28 April 2023

For and on behalf of the Board of Directors of

**IndiaMART InterMESH Limited**
**Dinesh Chandra Agarwal**
*(Managing Director & CEO)*

DIN:00191800

**Prateek Chandra**
*(Chief Financial Officer)*

Place: Noida

Date: 28 April 2023

**Brijesh Kumar Agrawal**
*(Whole-time Director)*

DIN:00191760

**Manoj Bhargava**
*(Company Secretary)*

# INDEPENDENT AUDITOR'S REPORT

To the Members of IndiaMART InterMESH Limited

## REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### Opinion

We have audited the consolidated financial statements of IndiaMART InterMESH Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its associates, which comprise the consolidated balance sheet as at 31 March 2023, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31 March 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Revenue Recognition - Web Services

See Note 2.3(d) and 19 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group generates revenue primarily from web services and follows a prepaid model for its business. Revenue from web services is recognised over the period of the contract as and when the Group satisfies performance obligations by actually rendering the promised services to its customers. These services are delivered using IT systems which manage very high volume on daily basis and generate reports from which the Group recognises revenue, and hence there is inherent risk around the existence and accuracy of revenue recognition. We have identified revenue recognition from web services as a key audit matter because of the significance of web services revenue to the financial statements and its recognition based on high volume of data generated by internal IT systems.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: <ol style="list-style-type: none"> <li>We assessed the appropriateness of the revenue recognition accounting policy and its compliance with applicable accounting standards.</li> <li>We evaluated the design and implementation of key internal financial controls and operating effectiveness of the relevant key controls with respect to existence and accuracy of revenue recognition on selected transactions.</li> <li>We, with the involvement of IT specialists, evaluated the design, implementation and operating effectiveness of management's general IT controls and key application controls over the Group's IT systems which govern revenue recognition, including access controls, controls over program changes and interfaces between different systems.</li> </ol>

### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associates in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

See Note 2.3(d) and 19 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
	<ol style="list-style-type: none"> <li>We selected a sample of transactions using statistical sampling and performed tests of details including reading the contract, identifying performance obligation and its link with actual rendition to assess whether the criteria for revenue recognition are met.</li> <li>We tested completeness and accuracy of web services revenue and collection from underlying relevant source documents generated by IT systems with accounting system.</li> <li>We assessed the adequacy of disclosures in the consolidated financial statements.</li> </ol>

### Accounting for Business Combinations

See Note 34 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
During the current year, the Group completed two business combinations. Accounting for Business Combinations requires judgement with respect to identification and valuation of intangible assets acquired as part of the business combinations. A significant portion of the purchase price has been attributed to identified intangible assets and goodwill. The valuation of identified intangible assets is dependent on cash flow forecasts including future business growth, expected synergies and application of a discount rate, which are inherently subjective.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: <ol style="list-style-type: none"> <li>We evaluated the design, implementation and operating effectiveness of the internal controls relating to accounting for business combinations and related disclosures in the consolidated financial statements.</li> <li>We evaluated if the cash flow forecasts with regard to the valuation of the identified intangible assets are reasonable, considering the historical financial performance, business growth and expected synergies.</li> <li>We along with our valuation specialists, evaluated the reasonableness of the methodology and key assumptions used by the Group and the valuer engaged by the Group to value each intangible asset and goodwill.</li> <li>We re-computed the deferred tax liabilities arising on the acquired intangible assets and verified if the applicable tax rates have been considered.</li> <li>We evaluated the adequacy and accuracy of the disclosures in the consolidated financial statements.</li> </ol>

### Goodwill Impairment

See Note 6A to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group has recognised goodwill related to the business acquisition of Busy Infotech Private Limited and Livekeeping Technologies Private Limited, amounting to INR 4,122.34 and INR 420.38 respectively, during the year ended 31 March 2023. Goodwill has been allocated to the Busy Infotech Private Limited and Livekeeping Technologies Private Limited cash generating units (CGUs).	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: <ol style="list-style-type: none"> <li>We evaluated the design and implementation and also tested the operating effectiveness of key internal financial controls implemented by the Group in relation to impairment testing of goodwill.</li> <li>We evaluated the Group's valuation methodology applied in determining the recoverable amount of CGUs in accordance with applicable Ind AS. Further, we also assessed the objectivity and independence of the specialists involved in the process.</li> </ol>

**See Note 6A to the consolidated financial statements**

The key audit matter	How the matter was addressed in our audit
<p>The annual impairment testing of goodwill is considered to be a key audit matter due to the complexity of the accounting requirements and the significant judgement required in determining the assumptions to be used to estimate the recoverable amount. The recoverable amount of the CGUs, which is based on the higher of the value in use or fair value less costs to sell, has been derived from discounted forecast cash flow model. The model uses several key assumptions, including estimates of future revenue, operating costs, terminal value growth rate and the weighted average cost of capital (discount rate).</p>	<p>iii. We evaluated the appropriateness of assumptions applied to key inputs of the cash flow forecasts including expected revenue growth rates, terminal growth rate and discount rate.</p> <p>iv. We engaged valuation specialists to assess the appropriateness of valuation methodology used and key inputs such as Weighted Average Cost of Capital (WACC) rate, terminal growth rate and terminal value for the determination of the recoverable amount of each CGU. Further, we also compared the recoverable amount determined above with the carrying value of CGU.</p> <p>v. We performed our own sensitivity analysis, which included assessing the effect of reasonably possible reductions in growth rates and forecast cash flows to evaluate the impact on the currently estimated headroom for the Busy Infotech Private Limited and Livekeeping Technologies Private Limited CGUs.</p> <p>vi. We tested the arithmetical accuracy of the models.</p> <p>vii. We evaluated the adequacy of disclosures in the consolidated financial statements, including disclosures of key assumptions, judgements and sensitivities.</p>

**Valuation of investments in associates and other entities**
**See Note 7 and 8 to the consolidated financial statements**

The key audit matter	How the matter was addressed in our audit
<p>The Group has significant investments in associates and other entities amounting to INR 2,906.48 Million and INR 2,210.52 Million respectively, as at 31 March 2023.</p> <p>Management keeps track of all investments in reference to their financial performance. In addition, management also performs:</p> <p>i. Review of indicators of impairment (if any) on investments in associates at regular intervals and performs impairment testing if any indicators are noted.</p> <p>ii. Fair valuation of investments in other entities which are measured at fair value through profit and loss ("FVTPL").</p> <p>Significant judgements are involved to determine the key assumptions used for the purpose of impairment testing/ fair valuation, such as revenue growth, discount rates, etc. The aforesaid activity of impairment testing/ fair valuation is highly dependent on the assumptions and other inputs considered to carry out such activity.</p> <p>We have identified valuation of investments in associates and other entities as a key audit matter because of the complexity involved in determination of key assumptions and judgements for the purpose of impairment testing/ fair valuation of respective investments.</p>	<p>In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <p>i. We evaluated the design and implementation and also tested the operating effectiveness of key internal financial controls implemented by the Group in relation to valuation of investments in associates and other entities.</p> <p>ii. We evaluated the Group's valuation methodology applied in determining the fair value ("recoverable amount") in accordance with relevant applicable Ind AS. Further, we also assessed the objectivity and independence of the specialists involved in the valuation process.</p> <p>iii. We evaluated the appropriateness of assumptions around the key drivers of the cash flow forecasts such as revenue growth rates and terminal growth rate.</p> <p>iv. We also assessed the valuation methodology for recent market transactions and key assumptions adopted in the cash flow forecasts considering current economic scenario, including retrospective reviews to prior year's forecasts against actual results.</p> <p>v. We engaged valuation specialists to assess the appropriateness of valuation methodology and market driven assumptions used for assessment of the valuation of investments.</p> <p>vi. We tested the arithmetical accuracy of the models.</p> <p>vii. We assessed the adequacy of disclosures in the consolidated financial statements, including disclosures of key assumptions, judgments and sensitivities.</p>

**OTHER INFORMATION**

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of each company

to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of each company.

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the

appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### OTHER MATTERS

- We did not audit the financial statements of four subsidiaries, whose financial statements reflects total assets (before consolidation adjustments) of INR 1,635.91 Million as at 31 March 2023, total revenues (before consolidation adjustments) of INR 39.31 Million and net cash outflows (before consolidation adjustments) amounting to INR 12.04 Million for the year ended on that date, as considered in the consolidated financial statements. We also did not audit the financial statements of one subsidiary (including its subsidiary), whose financial statements reflects total assets (before consolidation adjustments) of INR 327.79 Million as at 31 March 2023, total revenues (before consolidation adjustments) of INR 0.68 Million and net cash outflows (before consolidation adjustments) amounting to INR 344.23 Million for the period from 1 June 2022 to 31 March 2023, on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these/ subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

- The consolidated financial statements include the Group's share of net loss (and other comprehensive income) of INR 370.44 Million for the year ended 31 March 2023, as considered in the consolidated financial statements, in respect of seven associates, whose financial information have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of INR Nil for the period from 1 April 2022 to 16 March 2023 and the Group's share of net loss (and other comprehensive income) of INR 9.54 Million for the period from 3 November 2022 to 31 March 2023, as considered in the consolidated financial statements, in respect of two associates, whose financial information have not been audited either by us or by other auditors. These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid associates, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial information certified by the Management.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, and on the basis of written representations received by the management from directors of its eight associate companies incorporated in India, none of the directors of the Group companies and its associate companies, incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

- With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Further, the associate companies incorporated in India have been exempted from the requirement of its auditor reporting on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.

- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:
  - The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group and its associates. Refer income tax liabilities disclosed in the balance sheet along with Note 26 and Note 37 to the consolidated financial statements.
  - The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2023.
  - There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate companies during the year ended 31 March 2023.

- The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group and its associates. Refer income tax liabilities disclosed in the balance sheet along with Note 26 and Note 37 to the consolidated financial statements.
- The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2023.
- There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate companies during the year ended 31 March 2023.

- The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 12(2) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary companies and associate companies incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or

entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiary companies and associate companies incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies respectively that, to the best of their knowledge and belief, as disclosed in the Note 12(2) to the consolidated financial statements, no funds have been received by the Holding Company and its subsidiary companies and associate companies incorporated in India from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiary companies and associate companies incorporated in India shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Holding Company during the year, in respect of the previous year ended 31 March 2022, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. As stated in Note 40 to the consolidated financial statements, the Board of Directors of the Holding Company

have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend

- f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company and its subsidiary companies and associate companies incorporated in India only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The associate companies are private limited companies and accordingly the requirements as stipulated by the provisions of section 197(16) are not applicable to the associate companies. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Kanika Kohli**  
Partner  
Place: Gurugram Membership No.: 511565  
Date: 28 April 2023 ICAI UDIN:23511565BGYGH04272

## Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of IndiaMART InterMESH Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (xxi) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the Holding company and subsidiary companies, included in the consolidated financial statements.

The above does not include comments, if any, in respect of the following entities as the CARO report relating to them has not been issued by its auditor till the date of principal auditor's report.

Name of the entities	CIN	Subsidiary/ JV/ Associate
Shipway Technology Private Limited	U72300HR2015PTC056319	Associate
Truckhall Private Limited	U60221WB2016PTC217183	Associate
Agillos E-Commerce Private Limited	U52300KA2016PTC092938	Associate
Edgewise Technologies Private Limited	U72200KA2015PTC078474	Associate
IB MonotaRO Private Limited	U52609DL2020PTC366962	Associate
Simply Vyapar Apps Private Limited	U74110KA2018PTC110858	Associate
Adansa Solutions Private Limited	U74999WB1973PTC028813	Associate
Mobisy Technologies Private Limited	U72900KA2008PTC045157	Associate

According to the information and explanations given to us, in respect of one associate company incorporated in India, CARO is not applicable:

Name of the entities	CIN	Subsidiary/ JV/ Associate
Ten Times Online Private Limited (till 16 March 2023)	U72300DL2014PTC265480	Associate

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Kanika Kohli**  
Partner

Membership No.: 511565  
ICAI UDIN:23511565BGYGH04272

Place: Gurugram  
Date: 28 April 2023

## Annexure B to the Independent Auditor's Report on the consolidated financial statements of IndiaMART InterMESH Limited for the year ended 31 March 2023

### REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE AFORESAID CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### OPINION

In conjunction with our audit of the consolidated financial statements of IndiaMART InterMESH Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

#### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company

are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

#### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to five subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Kanika Kohli**  
Partner

Place: Gurugram  
Date: 28 April 2023  
Membership No.: 511565  
ICAI UDIN: 23511565BGYGH04272

## CONSOLIDATED BALANCE SHEET

as at 31 March 2023

(Amount in INR million, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5A	128.31	30.62
Capital work in progress	5A	1.77	1.77
Right-of-use assets	5B	412.62	528.43
Goodwill	6A	4,542.72	-
Other intangible assets	6B	447.43	1.59
Investment in associates	7	2,751.48	2,490.27
<b>Financial assets</b>			
(i) Investments	8	2,365.52	1,719.05
(ii) Loans	8	0.84	0.82
(iii) Other financial assets	8	40.73	39.22
Deferred tax assets (net)	26	21.75	-
Non-current tax assets (net)	18	84.26	233.96
Other non-current assets	9	15.21	40.95
<b>Total Non-current assets</b>		<b>10,812.64</b>	<b>5,086.68</b>
<b>Current assets</b>			
<b>Financial assets</b>			
(i) Investments	8	22,718.33	23,007.65
(ii) Trade receivables	10	70.55	13.26
(iii) Cash and cash equivalents	11	581.06	495.47
(iv) Bank balances other than (iii) above	11	1.69	272.77
(v) Loans	8	56.48	448.39
(vi) Other financial assets	8	149.62	118.50
Other current assets	9	55.93	45.79
<b>Total Current assets</b>		<b>23,633.66</b>	<b>24,401.83</b>
<b>Total assets</b>		<b>34,446.30</b>	<b>29,488.51</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Share capital	12	305.79	305.53
Other equity	13	20,279.13	18,435.00
<b>Total Equity</b>		<b>20,584.92</b>	<b>18,740.53</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
(i) Lease liabilities	15 (a)	340.28	462.39
(ii) Other financial liabilities	15 (b)	355.68	-
Contract liabilities	17	4,205.57	3,316.20
Provisions	16	196.40	230.60
Deferred tax liabilities (net)	26	202.86	156.42
<b>Total Non-current liabilities</b>		<b>5,300.79</b>	<b>4,165.61</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Lease liabilities	15 (a)	118.80	100.41
(ii) Trade payables	14	-	-
(a) total outstanding dues of micro enterprises and small enterprises		1.07	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		271.11	183.57
(iii) Other financial liabilities	15 (b)	270.61	203.00
Contract liabilities	17	7,419.06	5,754.18
Other current liabilities	17	367.09	290.93
Provisions	16	77.02	50.28
Current tax liabilities (net)	18	35.83	-
<b>Total Current liabilities</b>		<b>8,560.59</b>	<b>6,582.37</b>
<b>Total Liabilities</b>		<b>13,861.38</b>	<b>10,747.98</b>
<b>Total Equity and Liabilities</b>		<b>34,446.30</b>	<b>29,488.51</b>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.  
As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248WW-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Prateek Chandra**  
(Chief Financial Officer)

Place: Noida  
Date: 28 April 2023

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Manoj Bhargava**  
(Company Secretary)

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Income:</b>			
Revenue from operations	19	9,853.99	7,534.85
Other income	20	1,805.26	1,121.94
<b>Total income</b>		<b>11,659.25</b>	<b>8,656.79</b>
<b>Expenses:</b>			
Employee benefits expense	21	4,247.35	2,675.52
Finance costs	22	81.51	54.02
Depreciation and amortisation expense	23	310.75	119.46
Other expenses	24	2,927.81	1,780.87
<b>Total expenses</b>		<b>7,567.42</b>	<b>4,629.87</b>
<b>Net profit before share of loss in associates and tax</b>		<b>4,091.83</b>	<b>4,026.92</b>
Share in net loss of associates		(379.05)	(122.49)
<b>Profit before tax</b>		<b>3,712.78</b>	<b>3,904.43</b>
<b>Income tax expense</b>			
Current tax	26	950.11	980.47
Deferred tax	26	(75.60)	(52.22)
<b>Total tax expense</b>		<b>874.51</b>	<b>928.25</b>
<b>Net profit for the year</b>		<b>2,838.27</b>	<b>2,976.18</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gain on defined benefit plans		60.37	4.50
Income tax effect		(15.31)	(1.44)
<b>Other comprehensive income for the year, net of tax</b>		<b>45.06</b>	<b>3.06</b>
<b>Total comprehensive income for the year</b>		<b>2,883.33</b>	<b>2,979.24</b>
<b>Earnings per equity share:</b>			
Basic earnings per equity share (INR) - face value of INR 10 each	25	92.96	97.82
Diluted earnings per equity share (INR) - face value of INR 10 each		92.63	96.84
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.  
As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248WW-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Prateek Chandra**  
(Chief Financial Officer)

Place: Noida  
Date: 28 April 2023

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Manoj Bhargava**  
(Company Secretary)



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### (A) EQUITY SHARE CAPITAL (REFER NOTE 12)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
<b>As at 1 April 2021</b>	<b>303.16</b>
Equity shares issued on exercise of ESOP during the year (refer note 12)	0.28
Equity shares issued to Indiamart Employee Benefit Trust during the year (refer note 12(d))	1.73
Equity shares issued during the earlier year to Indiamart Employee Benefit Trust and transferred to employees pursuant to SAR exercise during the year (refer note 12)	0.48
Equity shares issued during the year and held by Indiamart Employee Benefit Trust as at year end (refer note 12)	(0.12)
<b>As at 31 March 2022</b>	<b>305.53</b>
<b>As at 1 April 2022</b>	<b>305.53</b>
Equity shares issued to Indiamart Employee Benefit Trust during the year (refer note 12(d))	2.10
Equity shares issued during the earlier year to Indiamart Employee Benefit Trust and transferred to employees pursuant to SAR exercise during the year (refer note 12)	0.12
Equity shares issued during the year and held by Indiamart Employee Benefit Trust as at year end (refer note 12)	(0.36)
Equity shares extinguished on buy back during the year (Refer Note 12)	(1.60)
<b>As at 31 March 2023</b>	<b>305.79</b>

### (B) OTHER EQUITY (REFER NOTE 13)

Particulars	Reserves and surplus					Total other equity
	Securities premium	General reserve	Employee share based payment reserve	Capital Redemption Reserve	Retained earnings	
<b>Balance as at 1 April 2021</b>	<b>15,310.77</b>	<b>8.45</b>	<b>97.38</b>	-	<b>389.08</b>	<b>15,805.68</b>
Profit for the year	-	-	-	-	2,976.18	2,976.18
Other comprehensive loss for the year	-	-	-	-	3.06	3.06
<b>Total comprehensive income</b>	-	-	-	-	<b>2,979.24</b>	<b>2,979.24</b>
Issue of equity shares on exercise of share based awards during the year	72.46	-	(69.95)	-	-	2.51
Employee share based payment expense (Refer Note 21)	-	-	102.73	-	-	102.73
Final dividend paid (INR 15/- per share for financial year ended 31 March 2021)	-	-	-	-	(455.16)	(455.16)
<b>Balance as at 31 March 2022</b>	<b>15,383.23</b>	<b>8.45</b>	<b>130.16</b>	-	<b>2,913.16</b>	<b>18,435.00</b>
<b>Balance as at 1 April 2022</b>	<b>15,383.23</b>	<b>8.45</b>	<b>130.16</b>	-	<b>2,913.16</b>	<b>18,435.00</b>
Profit for the year	-	-	-	-	2,838.27	2,838.27
Other comprehensive loss for the year	-	-	-	-	45.06	45.06
<b>Total comprehensive income</b>	-	-	-	-	<b>2,883.33</b>	<b>2,883.33</b>
Employee share based payment expense (Refer Note 21)	-	-	265.66	-	-	265.66
Issue of equity shares on exercise of share based awards during the year	139.27	-	(139.27)	-	-	-
Buy-back of equity shares	-	-	-	1.60	(1,000.00)	(998.40)
Tax on buy-back of equity shares	-	-	-	-	(232.59)	(232.59)
Expenses for buy-back of equity shares	-	-	-	-	(12.78)	(12.78)
Final dividend paid (INR 2/- per share for financial year ended 31 March 2022)	-	-	-	-	(61.09)	(61.09)
<b>Balance as at 31 March 2023</b>	<b>15,522.50</b>	<b>8.45</b>	<b>256.55</b>	<b>1.60</b>	<b>4,490.03</b>	<b>20,279.13</b>

Gain of INR 45.06 and INR 3.06 on remeasurement of defined benefit plans (net of tax) is recognised as a part of retained earnings for the year ended 31 March 2023 and 31 March 2022 respectively.

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248W/W-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Prateek Chandra**  
(Chief Financial Officer)

Place: Noida  
Date: 28 April 2023

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Manoj Bhargava**  
(Company Secretary)

## CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
<b>Profit before tax for the year</b>		3,712.78	3,904.43
<i>Adjustments for:</i>			
Depreciation and amortisation expense	23	310.75	119.46
Interest, dividend and other income	20	(32.22)	(60.87)
Gain on de-recognition of Right-of-use assets	20	(4.71)	(1.76)
Provisions and liabilities no longer required written back	20	(1.55)	(7.30)
Fair value gain on measurement, interest and income from sale of mutual funds, exchange traded funds, bonds, debentures, units of investment trust and alternative investment funds	20	(908.20)	(1,030.24)
Fair value gain on measurement and sale of Investment in other entities	20	(837.99)	(7.72)
Gain on disposal of property, plant and equipment	20	(2.86)	(1.56)
Finance costs	22	81.51	54.02
Allowances for doubtful debts		0.18	0.72
Share-based payment expense	21	265.66	102.73
Gain on sale of investment in Associates	20	(0.28)	-
Share of net loss of associates		379.05	122.49
<b>Operating profit before working capital changes</b>		<b>2,962.12</b>	<b>3,194.40</b>
<b>Net changes in:</b>			
Trade receivables		27.20	(1.51)
Other financial assets		(3.47)	(62.31)
Other assets		(2.77)	(5.20)
Other financial liabilities		33.13	1.62
Trade payables		72.89	29.29
Contract liabilities		2,332.76	1,809.37
Provisions and other liabilities		90.90	28.70
<b>Cash generated from operations</b>		<b>5,512.76</b>	<b>4,994.36</b>
Income tax paid (net)		(754.48)	(971.22)
<b>Net cash generated from operating activities</b>		<b>4,758.28</b>	<b>4,023.14</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Proceeds from sale of property, plant and equipment		11.55	1.81
Purchase of property, plant and equipment, other intangible assets and capital advances		(172.03)	(44.18)
Purchase of current investments		(21,825.59)	(27,543.20)
Inter-corporate deposits placed with financial institutions		(52.12)	(437.03)
Redemption of inter-corporate deposits placed with financial institutions and body corporates		448.95	721.60
Proceeds from sale of current investments		22,960.84	27,623.65
Interest and dividend received		535.68	174.55
Payment for acquisition (net of cash acquired)		(5,068.37)	-
Investment in bank deposits (includes earmarked balances with bank) (having original maturity of more than three months)		(1.86)	(274.66)
Redemption of bank deposits		371.29	377.97
Investment in associates and other entities		(724.13)	(3,954.16)
Proceeds from sale of investment in associates and other entities		275.69	-
<b>Net cash used in investing activities</b>		<b>(3,240.10)</b>	<b>(3,353.65)</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Repayment of lease liabilities		(81.01)	(71.02)
Interest paid on lease liabilities	22	(47.10)	(54.02)
Dividend paid		(60.98)	(455.05)
Expenses for buy-back of equity shares (Refer Note 12)		(12.78)	-
Tax on buy-back of equity shares (Refer Note 12)		(232.59)	-
Buy-back of equity shares (Refer Note 12)		(1,000.00)	-
Proceeds from issue of equity shares on exercise of share based awards		1.87	4.88
<b>Net cash used in financing activities</b>		<b>(1,432.59)</b>	<b>(575.21)</b>
<b>Net increase in cash and cash equivalents</b>		<b>85.59</b>	<b>94.28</b>
Cash and cash equivalents at the beginning of the year	11	495.47	401.19
<b>Cash and cash equivalents at the end of the year</b>	11	<b>581.06</b>	<b>495.47</b>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248WW-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Prateek Chandra**  
(Chief Financial Officer)  
Place: Noida  
Date: 28 April 2023

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Manoj Bhargava**  
(Company Secretary)

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

## 1. CORPORATE INFORMATION

IndiaMART InterMesh Limited ("the Company" or "the Parent Company") is a public company domiciled in India and was incorporated on 13 September 1999 under the provisions of the Companies Act applicable in India. The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India. The Company and its consolidated subsidiaries (hereinafter collectively referred to as "the Group") is an e-marketplace for business needs, which acts as an interactive hub for domestic and international buyers and suppliers. The registered office of the Company is located at 1<sup>st</sup> Floor, 29-Daryagang, Netaji Subash Marg New Delhi-110002, India.

The consolidated financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 28 April 2023.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis as explained in the accounting policies below, except for the following:

- certain financial assets and liabilities measured at fair value where Ind AS requires a different accounting treatment (refer accounting policy regarding financial instruments);
- share-based payments
- net defined benefit (asset)/liability - Fair value of plan assets less present value of defined benefit obligations.

The preparation of these consolidated financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Group's accounting policies. The areas where estimates

are significant to the consolidated financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3.

### 2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries and associates as at 31 March 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

Group subsidiaries and associates are as follows:

S. No.	Name of Subsidiaries and Associates and date of shareholding	Proportion of ownership interest as at 31 March, 2023	Proportion of ownership interest as at 31 March 2022
<b>(A) Subsidiaries:</b>			
1	Tradezeal Online Private Limited (from 31 May 2005) (formerly Known as Tradezeal International Private Limited)	100.00%	100.00%
2	Hello Trade Online Private Limited (from 03 July 2008)	100.00%	100.00%
3	Busy Infotech Private Limited (from 06 April 2022)	100.00%	-
4	Livekeeping technologies Private Limited (Formerly known as Finlite Technologies Private Limited) (from 23 May 2022)	51.01%	-
5	Pay With IndiaMART Private Limited (from 07 February 2017)	100.00%	100.00%
6	Tolexo Online Private Limited (from 28 May 2014)	100.00%	100.00%

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

S. No.	Name of Subsidiaries and Associates and date of shareholding	Proportion of ownership interest as at 31 March, 2023	Proportion of ownership interest as at 31 March 2022
<b>(B) Associates:</b>			
7	Simply Vyapar Apps Private Limited (from 03 September 2019)	27.45% (on Fully diluted basis)	27.00% (on Fully diluted basis)
8	Truckhall Private Limited (from 05 June 2021)	25.02% (on Fully diluted basis)	25.02% (on Fully diluted basis)
9	Shipway Technologies Private Limited (from 29 April 2021)	26.00% (on Fully diluted basis)	26.00% (on Fully diluted basis)
10	Agillos E-Commerce Private Limited (from 13 August 2021)	26.23% (on Fully diluted basis)	26.23% (on Fully diluted basis)
11	Edgewise Technologies Private Limited (from 04 February 2022)	26.01% (on Fully diluted basis)	26.01% (on Fully diluted basis)
12	IB Monotaro Private Limited (from 03 March 2022)	26.00% (on Fully diluted basis)	26.00% (on Fully diluted basis)
13	Ten Times Online Private Limited (ceased with effect from 16 March 2023)	-	30.00% (on Fully diluted basis)
14	Mobisy Technologies Private Limited (from 03 November 2022)	25.01% (on Fully diluted basis)	15.98% (on Fully diluted basis)
15	Adansa Solutions Private Limited (from 06 April 2022)	26.01% (on Fully diluted basis)	-

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year/quarter are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March 2023 since the Group's subsidiaries and associate have the same reporting period end.

#### Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with

those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, if any, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the

Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill, if any) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

#### 2.3 Summary of significant accounting policies

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, by all the group entities, to all the periods presented in these consolidated financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy.

##### a) Statement of Compliance

The consolidated financial statements for the year ended 31 March 2023 have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Companies Act 2013 ("the Act") (as amended from time to time).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest INR million as per the requirement of Schedule III, unless otherwise stated.

##### b) Current versus non-current classification

The Group presents assets and liabilities in balance sheet based on current/non-current classification. An

asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- A cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing/servicing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

##### c) Fair value measurement

The Group measures financial instruments, such as Investment in equity/preference/debt instrument of other entities, Investment in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

- (i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 – inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (iii) Level 3 – Unobservable inputs for the asset or liability reflecting Group's assumptions about pricing by market participants

For assets and liabilities that are recognised in the consolidated financial statements on fair value on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for recurring fair value measurement, such as investment in optionally convertible cumulative redeemable preference instruments (OCRPS), investment in compulsory convertible debentures (CCD), investment in equity/preference/ debt instruments of other entities, investment in mutual funds, exchange traded funds, bonds, debentures, units of investment trust and units of alternative investment funds measured at fair value.

External valuers are involved for valuation of significant assets, such as unquoted investments in equity/preference/ debt instruments of other entities. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises the accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for significant estimates and assumptions (Note 3)
- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 29)

## d) Revenue from contracts with customers and other income

### Revenue from contracts with customers

The Group is primarily engaged in providing web related services and accounting software services. Revenue from contracts with customers is recognised when control of the services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in

exchange for those services and excluding taxes or duties collected on behalf of the government.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 3.

The specific recognition criteria described below must also be met before revenue is recognised.

### Rendering of services

Revenue from web services is recognised based on output method i.e. pro-rata over the period of the contract as and when the Group satisfies performance obligations by transferring the promised services to its customers. Revenues from lead based services is recognised based on output method i.e. as and when leads are consumed by the customer or on the expiry of contract whichever is earlier. Activation revenue is amortised over the estimated customer relationship period.

Revenue from term license software for accounting software services is recognized at a point in time when control is transferred to the end user. Control is transferred when the end user activates the license procured from the Company. In case of renewals of proprietary term licenses with existing customers, revenue from term license is recognized at a point in time when the renewal is activated by the end user. Revenue from support and subscription (S&S) is recognized over the contract term on a straight-line basis as the Company is providing a service of standing ready to provide support, when-and-if needed, and is providing unspecified software upgrades on a when-and-if available basis over the contract term. In case softwares are bundled with support and subscription for term based license, such support and subscription contracts are generally priced as a percentage of the net fees paid by the customer to purchase the license and are generally recognized as revenues rateably over the contractual period that the support services are provided.

Revenue from sale of services is based on the price agreed with the customers, net of discounts.

Advertising revenue is derived from displaying web based banner ads and sale of online advertisements. Revenue from banner advertisement is recognised pro rata over the period of display of advertisement as per contract. Revenue from sale of online advertisements is recognised based on output method and the Group applies the practical expedient to recognize advertising revenue in the amount to which the Group has a right to invoice.

## Contract balances

### Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section o) Financial instruments.

### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers services to the customer, a contract liability is recognised. The Group recognises contract liability for consideration received in respect of unsatisfied performance obligations and reports these amounts as deferred revenue and advances from customers in the balance sheet. The unaccrued amounts are not recognised as revenue till all related performance obligations are fulfilled. The Group generally receives transaction price in advance for contracts with customers that run up for more than one year. The transaction price received in advance does not have any significant financing component as the difference between the promised consideration and the cash selling price of the service arises for reasons other than the provision of finance.

## Other income

### Interest income

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

### Dividends

Dividend is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

### e) Business combinations, goodwill and Intangibles

Business combinations are accounted for using the acquisition method. The cost of an acquisition is the aggregate of the consideration transferred which is measured at fair value at the acquisition date and the amount of any non-controlling interest in the acquiree. For each business combination, the Group measures the non-controlling interest in the acquiree at fair value. Acquisition related costs are expensed as incurred. Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as financial liability is measured at fair value with changes in fair value recognized in the statement of profit and loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is recognized as capital reserve after reassessing the fair values of the net assets.

Intangible assets acquired in a business combination are measured at their fair value at the date of acquisition.

Goodwill is tested annually on 31 March, for impairment, or sooner whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's cash generating units (CGU) expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be

derived from the CGU. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU, pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill recognized in the statement of profit and loss is not reversed in the subsequent period.

### f) Property, plant and equipment

Capital work in progress and property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing parts of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

Capital work in progress includes cost of property, plant and equipment under development as at the balance sheet date.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress.

The Group has adopted component accounting as required under Schedule II to the Companies Act, 2013. The Group identifies the components separately, if it has useful life different from the respective property, plant and equipment.

Based on the analysis, Group believes that it does not have any asset having useful life of its major components different from the property, plant and equipment, hence Group believes that there is no material impact on the financial statement of the Group due to component accounting.

Depreciation is calculated on a written down value basis using the rates arrived at based on the useful lives prescribed under Schedule II to Companies Act, 2013. The Group has used the following rates to provide depreciation on its Property, plant and equipment:

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

Asset	Annual rates
Computers	63.16%
Furniture and fittings	26.89%
Office equipment	45.07%
Vehicles	31.23%

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### g) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses (if any). Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangibles being Software acquired by the Group are amortised as follows:

Entity	Method	Rate (p.a.)
Indiamart Intermesh Limited (Identified intangibles acquired under business combination)	Straight line method	20%
Indiamart Intermesh Limited (other intangibles)	Written down value	40%
Tolexo Online Private Limited	Written down value	40%
Busy Infotech Private Limited	Straight Line	33.33%
Livekeeping Technologies Private Limited	Written down value	63.16%

Advances paid towards the acquisition of intangible assets outstanding at each balance sheet date are classified as capital advances and cost of assets not ready for use at the balance sheet date, are disclosed under capital work-in-progress.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Unique telephone numbers are amortised on a written down value basis at 40% annually.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

### h) Leases

The Group's lease asset classes primarily consist of leases for buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (1) the contract involves the use of an identified asset (2) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Group has the right to direct the use of the asset. At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Leases for which the group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e.

the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Finance leases were capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges were recognised in finance costs in the statement of profit or loss.

A ROU asset was depreciated over the useful life of the asset. However, if there was no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset was depreciated over the shorter of the estimated useful life of the asset and the lease term.

### i) Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or, a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105.

Under the equity method, an investment in an associate is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

recognise the Group's share of the profit or loss and other comprehensive income of the associate. Distributions received from an associate reduce the carrying amount of the investment. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment.

After application of the equity method of accounting, the Group determines whether there is any objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with Ind AS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

### j) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less

costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses are recognised in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

## k) Taxes

### Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (loss) or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (loss) or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

## **Sales/ value added taxes/ Service tax/ Goods and service tax (GST) paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognised net of the amount of sales/ value added taxes/ GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

## l) Provisions and contingent liabilities

### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises

in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

## m) Retirement and other employee benefits

### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented under other current financial liabilities in the balance sheet.

### Post-employment obligations

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payment or a cash refund.

The Group operates a defined benefit gratuity plan for its employees i.e. gratuity. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

#### Other long-term employee benefit obligations

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting period-end. Actuarial gain/loss are immediately taken to the statement of profit and loss and are not deferred. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

#### n) **Share-based payments**

Employees of the Group also receive remuneration in the form of stock options (ESOP) and stock appreciation rights (SAR) as a share based payment transactions under the Group's Employee stock option plan and Employee stock benefit scheme.

Both of these are equity settled share based payment transactions.

The cost of equity settled transactions is determined based on fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves (SBP) in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity settled transaction at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

#### o) **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **Financial assets**

###### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

###### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

###### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans to employees, trade and other receivables. For more information on receivables, refer to Note 29.

###### Debt instruments at FVTOCI

A 'debt instrument' is classified as at FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

###### Debt instrument and equity instruments at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments and equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.



# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

## Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

## **Financial liabilities**

### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, security deposits and other payables.

### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

### Financial liabilities at fair value through Profit or Loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and

financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

### De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## **p) Foreign currency transactions**

The Group's financial statements are presented in INR which is also the Group's functional currency.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

## Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at its functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

## q) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average

number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## r) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## s) Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance.

Pursuant to acquisition of Busy Infotech Private Limited and Livekeeping Technologies Private Limited (Formerly known as Finlite Technologies Private Limited) during the year ended 31 March 2023, the Group has identified two business segments namely "Web and related Services" and "Accounting Software Services" as reportable segments based on the nature of the products, the risks and returns, the organization structure and the internal financial reporting systems.

Web and related services are business-to-business e-marketplace services which act as an interactive hub for domestic and international buyers and suppliers. Accounting software services include business of development, system analysis, designing and marketing of integrated business accounting software to help and manage businesses with increased efficiency.

The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments and are as set out in Note 2 on significant accounting policies. The accounting policies in relation to segment accounting are as under:

### (a) Segment revenue and expenses

Segment revenue is directly attributable to the segment and segment expenses have been allocated to various segments on the basis of specific identification. However, segment revenue does not include other income.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

## (b) Segment assets and liabilities

Assets and liabilities directly attributable or allocable to segments are disclosed under each reportable segment.

## t) Share Capital

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## u) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Group, on or before the end of the reporting period but not distributed at the end of the reporting period.

## v) Adoption of new accounting principles

Onerous contracts – cost of fulfilling a contract (amendment to Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets)

The amendment clarified that the 'costs of fulfilling a contract' comprise both the incremental costs and allocation of other direct costs. The Company has adopted this amendment effective 1 April 2022 and the adoption did not have any material impact on its financial statements.

## 3. SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group has based its assumptions and estimates on parameters

available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

## a) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability, the Group considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group has recognised deferred tax assets on the deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.

## b) Share based payment

The Group initially measures the cost of equity-settled transactions with employees using a Black-Scholes-Merton option pricing model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option and SAR units, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 28.

## c) Impairment of Non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model or other fair value valuation models. In DCF model, the cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

#### d) Defined benefit plans (gratuity benefit)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases, and gratuity increases are based on expected future inflation rates, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Further details about gratuity obligations are given in Note 27 .

#### e) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 29 and 31 for further disclosures.

#### f) Useful life of assets considered for depreciation of Property, Plant and Equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed at each financial year end.

#### g) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

#### 4. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

On 31 March 2023, the Ministry of Corporate Affairs (MCA), notified Companies (Indian Accounting Standards) Amendment Rules, 2023 effective from 1 April 2023. Following are the key amended provisions which may have an impact on the financial statements of the Company:

##### Disclosure of accounting policies (amendments to Ind AS 1 - Presentation of Financial Statements)

The amendments intend to assist in deciding which accounting policies to disclose in the financial statements. The amendments to Ind AS 1 require entities to disclose their material accounting policies rather than their significant accounting policies. The amendments provide guidance on how to apply the concept of materiality to accounting policy disclosures. The Company does not expect this amendment to have any significant impact in its financial statements.

##### Definition of accounting estimate (amendments to Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors)

The amendments distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

##### Deferred tax related to assets and liabilities arising from a single transaction (amendments to Ind AS 12 - Income taxes)

The amendments specify how to account for deferred tax on transactions such as leases. The amendments clarify that lease transactions give rise to equal and offsetting temporary differences and financial statements should reflect the future tax impacts of these transactions through recognizing deferred tax. The Company is evaluating the impact of this amendment, if any, in its financial statements.

Other amendments included in the notification do not have any significant impact on the financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 5A PROPERTY, PLANT AND EQUIPMENT

	Computers	Office equipment	Furniture and fixtures	Motor vehicles	Total Property, plant and equipment	Capital work in progress (refer note 1 below)
<b>Gross carrying amount</b>						
<b>As at 01 April 2021</b>	<b>113.02</b>	<b>49.09</b>	<b>4.03</b>	<b>3.80</b>	<b>169.94</b>	<b>1.77</b>
Additions for the year	20.28	0.14	-	-	20.42	-
Disposals for the year	(17.72)	(0.55)	-	(0.02)	(18.29)	-
<b>As at 31 March 2022</b>	<b>115.58</b>	<b>48.68</b>	<b>4.03</b>	<b>3.78</b>	<b>172.07</b>	<b>1.77</b>
Acquisitions through business combinations (refer note 34)	1.73	1.29	1.61	4.42	9.05	-
Additions for the year	184.22	3.79	0.59	7.18	195.77	-
Disposals for the year	(10.01)	(3.82)	(2.11)	(8.11)	(24.05)	-
<b>As at 31 March 2023</b>	<b>291.52</b>	<b>49.94</b>	<b>4.12</b>	<b>7.27</b>	<b>352.85</b>	<b>1.77</b>
<b>Accumulated depreciation</b>						
<b>As at 01 April 2021</b>	<b>103.79</b>	<b>38.29</b>	<b>2.96</b>	<b>2.59</b>	<b>147.63</b>	-
Charge for the year	6.31	4.87	0.30	0.38	11.86	-
Disposals during the year	(17.59)	(0.43)	-	(0.02)	(18.04)	-
<b>As at 31 March 2022</b>	<b>92.51</b>	<b>42.73</b>	<b>3.26</b>	<b>2.95</b>	<b>141.45</b>	-
Charge for the year	92.60	3.39	0.44	2.01	98.44	-
Disposals during the year	(9.08)	(2.66)	(0.65)	(2.96)	(15.35)	-
<b>As at 31 March 2023</b>	<b>176.03</b>	<b>43.46</b>	<b>3.05</b>	<b>2.00</b>	<b>224.54</b>	-
<b>Net carrying value</b>						
<b>As at 01 April 2021</b>	<b>9.23</b>	<b>10.80</b>	<b>1.07</b>	<b>1.21</b>	<b>22.31</b>	<b>1.77</b>
<b>As at 31 March 2022</b>	<b>23.07</b>	<b>5.95</b>	<b>0.77</b>	<b>0.83</b>	<b>30.62</b>	<b>1.77</b>
<b>As at 31 March 2023</b>	<b>115.49</b>	<b>6.48</b>	<b>1.07</b>	<b>5.27</b>	<b>128.31</b>	<b>1.77</b>

#### Notes:

1. Capital work in progress represents the amount incurred on construction of boundary wall for leasehold land, the project has been temporarily suspended as the Company is in process of evaluating the construction plan and also in the process of planning to seek further extension for construction on leasehold land (refer note 5B for details related to leasehold land).

### 5B RIGHT-OF-USE ASSETS

	Leasehold land (Refer Note 1 below)	Buildings	Total
<b>Gross carrying amount</b>			
<b>As at 01 April 2021</b>	<b>37.12</b>	<b>834.55</b>	<b>871.67</b>
Additions for the year	-	20.25	20.25
Disposals for the year	-	(20.20)	(20.20)
<b>As at 31 March 2022</b>	<b>37.12</b>	<b>834.60</b>	<b>871.72</b>
Acquisitions through business combinations (refer note 34)	-	2.79	2.79
Measurement period adjustments (refer note 34)	-	(0.07)	(0.07)
Additions for the year	-	30.05	30.05
Disposals for the year (refer note 2 below)	-	(79.41)	(79.41)
<b>As at 31 March 2023</b>	<b>37.12</b>	<b>787.96</b>	<b>825.08</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

	Leasehold land (Refer Note 1 below)	Buildings	Total
<b>Accumulated depreciation</b>			
<b>As at 01 April 2021</b>	<b>2.30</b>	<b>243.72</b>	<b>246.02</b>
Depreciation for the year	0.46	106.00	106.46
Disposals for the year	-	(9.19)	(9.19)
<b>As at 31 March 2022</b>	<b>2.76</b>	<b>340.53</b>	<b>343.29</b>
Depreciation for the year	0.46	100.22	100.68
Disposals for the year	-	(31.51)	(31.51)
<b>As at 31 March 2023</b>	<b>3.22</b>	<b>409.24</b>	<b>412.46</b>
<b>Net Carrying value</b>			
<b>As at 01 April 2021</b>	<b>34.82</b>	<b>590.83</b>	<b>625.65</b>
<b>As at 31 March 2022</b>	<b>34.36</b>	<b>494.07</b>	<b>528.43</b>
<b>As at 31 March 2023</b>	<b>33.90</b>	<b>378.72</b>	<b>412.62</b>

#### Notes:

- As per the terms of the lease arrangement, the Company was required to complete the construction of building within a defined time from the date of handing over the possession. The Company had obtained extension for construction of building on the leasehold land till 5 July 2021. The project has been temporarily suspended as the Company is in the process of evaluating the construction plan and is also in the process of planning to seek further extension for construction on the leasehold land.
- Disposal includes adjustment on account of lease modifications
- The Group incurred INR 30.14 for the year ended 31 March 2023 (31 March 2022: INR 3.68) respectively, towards expenses relating to short-term leases and leases of low-value assets.

The following table presents a maturity analysis of expected undiscounted cash flows for lease liabilities as at year end:

	As at 31 March 2023	As at 31 March 2022
Within one year	129.34	131.90
Within one - two years	121.57	134.05
Within two - three years	106.29	122.47
Within three - five years	210.48	224.40
Above five years	6.62	122.01
<b>Total lease payments</b>	<b>574.30</b>	<b>734.83</b>

The reconciliation of lease liabilities is as follows:

	As at 31 March 2023	As at 31 March 2022
<b>Opening balance</b>	<b>562.80</b>	<b>634.24</b>
Additions	28.56	19.33
Addition due to business combination	3.18	-
Amounts recognized in statement of profit and loss as interest expense	47.10	54.02
Payment of lease liabilities	(128.11)	(124.85)
Derecognition	(28.01)	(12.78)
Adjustment for lease modifications	(25.11)	-
Liabilities no longer required written back	(1.33)	(7.16)
<b>Balance as at year end (Refer Note 15)</b>	<b>459.08</b>	<b>562.80</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 6A GOODWILL

	As at 31 March 2023
Acquisitions through business combinations	4,542.72

The following table presents the changes in the carrying value of goodwill based on identified CGUs, for the year ended 31 March 2023:

	Busy Infotech Private Limited	Livekeeping Technologies Private Limited	Total
<b>Opening balance as at 1 April 2022</b>	-	-	-
Acquisitions through business combination (refer note 34)	4,137.71	419.92	4,557.63
Measurement period adjustments (refer note 34)	(15.37)	0.46	(14.91)
<b>Closing balance as at 31 March 2023</b>	<b>4,122.34</b>	<b>420.38</b>	<b>4,542.72</b>

The Group tests goodwill for impairment on March 31, or more frequently when there is indication for impairment. For the purpose of impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which goodwill is monitored for internal management purposes, and which is not higher than the Group's operating segment.

The recoverable amount of the CGU was based on its value in use and was determined by discounting the future cash flows to be generated from the continuing use of the CGU. These calculations use cash flow projections over a period of five to eight years and then on perpetuity on the basis of certain assumptions which include revenue growth, earnings before interest and taxes, taxes, capital outflow and working capital requirement, based on next year financial budgets approved by the management, with extrapolation for the remaining period. Future cash flows are discounted with "Weighted Average Cost of Capital". The key assumptions are as follows:

Particulars	Busy Infotech Private Limited	Livekeeping Technologies Private Limited
Discount rate (pre tax) (%)	25.97%	19.61%
Revenue growth rate range (%)	15.00% - 59.40%	29.60% - 571.60%
Terminal value growth rate (%)	4.00%	4.00%

The above discount rate is based on the Weighted Average Cost of Capital (WACC) of a comparable market participant, which is adjusted for specific risks. These estimates are likely to differ from future actual results of operations and cash flows.

Based on the above, no impairment was identified as of 31 March 2023 as the recoverable value of the CGUs exceeded the carrying value. With regard to the assessment of value-in use for Busy Infotech Private Limited, no reasonably possible change in any of the above key assumptions would cause the carrying amount of this CGU to exceed its recoverable amount.

For Livekeeping Technologies Private Limited, the recoverable amount exceeds the carrying amount by approximately 7.9% as of 31 March 2023. An increase of 1.0% in pre-tax discount rate or a decrease of revenue growth by 1.5% shall equate the recoverable amount with the carrying amount of the Livekeeping Technologies Private Limited.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 6B OTHER INTANGIBLE ASSETS

	Software	Unique telephone numbers	Technology	Channel Network	Total
<b>Gross carrying amount</b>					
<b>As at 01 April 2021</b>	<b>15.05</b>	<b>4.70</b>	-	-	<b>19.75</b>
Additions	0.02	-	-	-	0.02
<b>As at 31 March 2022</b>	<b>15.07</b>	<b>4.70</b>	-	-	<b>19.77</b>
Acquisitions through business combinations (refer note 34)	0.77	-	191.08	365.62	557.47
Additions	-	-	-	-	-
<b>As at 31 March 2023</b>	<b>15.84</b>	<b>4.70</b>	<b>191.08</b>	<b>365.62</b>	<b>577.24</b>
<b>Accumulated amortization</b>					
<b>As at 01 April 2021</b>	<b>12.70</b>	<b>4.34</b>	-	-	<b>17.04</b>
Amortisation for the year	0.99	0.15	-	-	1.14
<b>As at 31 March 2022</b>	<b>13.69</b>	<b>4.49</b>	-	-	<b>18.18</b>
Amortisation for the year	0.78	0.09	37.64	73.12	111.63
<b>As at 31 March 2023</b>	<b>14.47</b>	<b>4.58</b>	<b>37.64</b>	<b>73.12</b>	<b>129.81</b>
<b>Net Carrying value</b>					
<b>As at 01 April 2021</b>	<b>2.35</b>	<b>0.36</b>	-	-	<b>2.71</b>
<b>As at 31 March 2022</b>	<b>1.38</b>	<b>0.21</b>	-	-	<b>1.59</b>
<b>As at 31 March 2023</b>	<b>1.37</b>	<b>0.12</b>	<b>153.44</b>	<b>292.50</b>	<b>447.43</b>

### 7 INVESTMENT IN ASSOCIATES- UNQUOTED

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>(Accounted under equity method)</b>				
<b>Fully paid up - at cost</b>				
<b>Investments in Simply Vyapar Apps Private Limited</b>				
Compulsory convertible preference shares of INR 100 each (at premium of INR 52,217.90 each)	5,954	311.50	5,954	311.50
Equity shares of INR 10 each (at premium of INR 52,307.90 each)	10	0.52	10	0.52
Compulsory convertible preference shares of INR 100 each (at premium of INR 2,90,261 each)	1,809	525.26	1,809	525.26
Equity shares of INR 10 each (at premium of INR 2,03,242 each)	444	90.24	444	90.24
Equity shares of INR 10 each (at premium of INR 2,90,351 each) (refer note 1 below)	137	39.78	-	927.52
Less: Share of loss of associate		(312.68)		(139.91)
<b>Investments in Mobisy Technologies Private Limited</b>				
Compulsory convertible preference shares of INR 1 each (at premium of INR 776 each)	1,28,593	99.92	-	-
Equity shares of INR 1 each (at premium of INR 776 each)	100	0.07	-	-
Compulsory convertible preference shares of INR 1 each (at premium of INR 836 each)	1,19,474	100.00	-	-
Compulsory convertible preference shares of INR 1 each (at premium of INR 1,222/- each (Refer Note 2 below)	1,05,607	129.20	-	-

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 7 INVESTMENT IN ASSOCIATES- UNQUOTED (Contd.)

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares of INR 1 each (at premium of INR 837 each)	17,750	14.86	-	-
Equity shares of INR 1 each (at premium of INR 1,222/- each) (Refer Note 2 below)	17,963	21.98	-	-
Fair value gain recognised through profit and loss till the date entity has become an associate (Refer note 2 below)		97.87		-
Add: Share of loss of associate		(9.54)		-
<b>Investments in Ten Times Online Private Limited</b>				
Equity shares of INR 10 each (at premium of INR 40 each)	18,701	0.93	18,701	0.93
Sale of equity shares of INR 10 each (INR 64.7024) (Refer note 3 below)	(18,701)	(1.21)		-
Gain on sale of Investment during the year		0.28		0.93
Less: Share of loss of associate		-		(0.93)
<b>Investments in Truckhall Private Limited</b>				
Compulsory convertible preference shares of INR 10 each (at premium of INR 7,467 each)	12,846	96.05	12,846	96.05
Equity shares of INR 10 each (at premium of INR 7,467 each)	1,879	14.05	1,879	14.05
Less: Share of loss of associate		(30.74)		(9.12)
<b>Investments in Shipway Technology Private Limited</b>				
Compulsory convertible preference shares of INR 10 each (at premium of INR 43,446 each)	4,088	177.65	4,088	177.65
Equity shares of INR 10 each (at premium of INR 43,446 each)	100	4.35	100	4.35
Less: Share of loss of associate		(17.58)		(6.22)
<b>Investments in Agillos E-Commerce Private Limited</b>				
Compulsory convertible preference shares of INR 10 each (at premium of INR 60,311 each)	2,694	162.50	2,694	162.50
Equity shares of INR 10 each (at premium of INR 43,497 each)	2,241	97.50	2,241	97.50
Less: Share of loss of associate		(24.38)		(5.11)
<b>Investments in Edgewise Technologies Private Limited</b>				
Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 27,314 each)	4,784	130.72	4,784	130.72
Equity Shares of INR 10 each (at premium of INR 27,314 each)	100	2.73	100	2.73
Less: Share of loss of associate		(11.95)		(0.04)
<b>Investments in IB Monotaro Private Limited</b>				
Equity shares of INR 10 each (at premium of INR 1,274.15 each)	8,11,250	1,041.77	8,11,250	1,041.77
Less: Share of loss of associate		(126.18)		(4.17)
<b>Investments in Adansa Solutions Private Limited</b>				
Equity shares of INR 1000 each (at premium of INR 10,28,411.76 each) (Refer Note 4 below)	20	20.60	-	-
Compulsory Convertible Preference shares of INR 10 each (at premium of INR 14,696 each) (Refer Note 4 below)	7,950	116.90	-	-
Less: Share of loss of associate		(11.49)		-
		<b>2,751.48</b>		<b>2,490.27</b>

### Notes:

- During the year ended 31 March 2023, the Group has further invested into the shares of Simply Vyapar Apps Private Limited, thereby increasing the equity ownership on fully converted and diluted basis to 27.45% from 27.00%.
- During the year ended 31 March 2023, the Group has further invested into the shares of Mobisy Technologies Private Limited, thereby increasing the equity ownership on fully converted and diluted basis to 25.08%. Mobisy Technologies Private Limited has become an associate of the Company with effect from 03 November 2022. Its fair value has been recorded till the date it has become an associate.
- During the year ended 31 March 2023, the Group has sold the entire stake in Ten Times Online Private Limited dated 16 March 2023 and consequently, the entity has ceased to be an associate.
- During the year ended 31 March 2023, the Group has acquired 26.01% stake in Adansa Solutions Private Limited by investing INR 137.50. Considering the percentage of ownership and board representation rights of the group, this investment was classified an associate.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 8 FINANCIAL ASSETS

### i) Investments

	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
i) Investment in other entities at FVTPL	2,210.52	1,719.05
ii) Investment in debt instruments of associates at FVTPL	155.00	-
	<b>2,365.52</b>	<b>1,719.05</b>
<b>Current</b>		
Investment in mutual funds and exchange traded funds at FVTPL	11,736.59	15,744.84
Investment in bonds and debentures at FVTPL	10,497.55	6,832.57
Investments in Investment Trust- Quoted (measured at FVTPL)	484.19	327.63
Investments in Alternative investment funds at FVTPL	-	102.61
	<b>22,718.33</b>	<b>23,007.65</b>

### a) Non-current investments

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>(i) Investment in others entities</b>				
<b>Unquoted (measured at FVTPL)</b>				
<b>Instant Procurement Services Private Limited</b>				
Equity shares held of INR 10 each (at premium of INR 899 each)	5,510	-	5,500	-
0.001% Optionally convertible redeemable preference share of INR 10 each (converted into 0.001% Compulsorily convertible preference share of INR 10 each)	-	-	12,446	-
0.001% Compulsorily convertible preference share of INR 10 each	16,200	-	3,764	-
Equity shares sold during the year (Refer Note 5 below)	(5,500)	(137.17)	-	-
Fair value gain on measurement and income from sale of Investment during the year		523.91		-
<b>Mobisy Technologies Private Limited</b>				
Compulsory convertible preference shares of INR 1 each (at premium of INR 776 each) (Refer note 7)	-	-	1,28,593	99.92
Equity shares of INR 1 each (at premium of INR 776 each) (Refer note 7)	-	-	100	0.07
Compulsory convertible preference shares of INR 1 each (at premium of INR 836 each) (Refer note 7)	-	-	1,19,474	100.00
Equity shares of INR 1 each (at premium of INR 837 each) (Refer note 7)	-	-	17,750	14.86
Fair value gain recognised through profit and loss during the year		-		7.72
<b>Legistify Services Private Limited</b>				
Compulsory convertible preference shares of INR 10 each (at premium of INR 5,132.68 each)	1,146	5.89	1,146	5.89
Compulsory convertible preference shares of INR 10 each (at premium of INR 4,104.14 each)	1,580	6.50	1,580	6.50
Compulsory convertible preference shares of INR 10 each (at premium of INR 58,120.00 each) (Refer Note 3 below)	1,290	75.00	-	-

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS (Contd.)

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares of INR 10 each (at premium of INR 5,132.68 each)	100	0.51	100	0.51
Compulsory convertible debentures of INR 1,000 each	-	87.90	75,000	75.00
Fair value gain recognised through profit and loss during the year		74.28		
<b>Mynd Solutions Private Limited</b>				
Equity shares of INR 10 each (at premium of INR 87.21 each)	33,36,489	324.34	33,36,489	324.34
Compulsory convertible preference shares of INR 10 each INR (at premium of INR 149.32 each) (Refer Note 4 below)	15,10,656	240.68	-	-
Sale of equity shares (Refer Note 4 below)	(8,61,852)	(137.31)	-	324.34
Fair value gain on measurement and income from sale of Investment during the year		149.65		
<b>Zimyo Consulting Private Limited</b>				
Compulsory convertible preference shares of INR 10 each (at premium of INR 86,306.32/- each)	1,870	161.41	1,870	161.41
Equity shares of INR 10 each (at premium of INR 86,306.32/- each)	100	8.63	100	8.63
<b>Fleets Technologies Private Limited</b>				
Compulsory convertible preference shares of INR 10 each (at premium of INR 67,420/- each)	10,323	696.08	10,323	696.08
Equity shares of INR 10 each (at premium of INR 57,315/- each)	3,805	218.12	3,805	218.12
		<b>2,210.52</b>		<b>1,719.05</b>
<b>(ii) Investment in debt instruments of associates (measured at FVTPL)</b>				
<b>Investment in Truckhall Private Limited</b>				
Investment made in 0.0001% Compulsory convertible debentures of INR 1000 each in Truckhall Private Limited (Refer Note 2 below)	75,000	75.00	75,000	-
<b>Investment in Mobisy Technologies Private Limited</b>				
Investment in Compulsory convertible debentures of INR 1000 each in Mobisy Technologies Private Limited (Refer Note 6 below)	80,000	80.00	80,000	-
		155.00		-

#### Notes:

- The Group has invested in equity, convertible preference, and convertible debt instruments of other entities and associates, based on the terms of these instruments they are measured at fair value through profit and loss.
- During the year ended 31 March 2023, the Group has further invested INR 75.00 in Truckhall Private Limited in Compulsory Convertible Debentures.
- During the year ended 31 March 2023, the investment in Compulsory convertible debentures of Legistfy Services Private limited has been converted into 1,290 convertible preference shares of the Company for INR 58,130 per share as per the terms and conditions of the agreement.
- During the year ended 31 March 2023, the Company has sold 861,852 equity shares for 159.32/- each of Mynd Solutions Private Limited amounting to INR 137.31 and simultaneously purchased 15,10,656 Compulsory convertible preference shares for 159.32/- each amounting to INR 240.68. Subsequent to these transactions, the equity ownership on fully converted and diluted basis in Mynd Solutions Private Limited stands at 9.2%.
- During the year ended 31 March 2023, the Group has sold equity shares of Instant Procurement Services Private Limited of INR 137.17. Further the 12,446 OCRPS has been converted into 12,436 0.001% Compulsory convertible redeemable preference share and 10 equity shares. Subsequent to these transactions, the equity ownership on fully converted and diluted basis in Instant Procurement Services Private Limited stands at 19.52%.
- During the year ended 31 March 2023, on 13 Feb 2023 the Group has invested INR 80 in Compulsory convertible Debentures of Mobisy Technologies Private Limited.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS (Contd.)

#### b) Current investments

	As at 31 March 2023		As at 31 March 2022	
	No. of units	Amount	No. of units	Amount
<b>Investment in mutual funds and exchange traded funds - Quoted (measured at FVTPL) *</b>				
Aditya Birla Sun Life Short Term Fund	-	-	57,65,040	233.71
Aditya Birla Sun Life Corporate Bond Fund - Regular Growth	5,30,849	50.75	65,08,526	587.00
Aditya Birla Sun Life Corporate Bond Fund	1,21,76,476	1,164.12	1,02,64,505	936.18
Aditya Birla Sun Life Overnight fund	4	0.01	3,69,605	424.93
Aditya Birla Sun Life Nifty SDL Apr 2027 Index Fund	4,69,79,108	491.73	-	-
Aditya Birla Sun Life CRISIL IBX AAA Jun 2023 Index Fund	39,99,365	42.03	-	-
Axis Corporate Debt Fund	1,22,01,532	240.59	-	-
Bharat Bond ETF April-2023	4,00,000	491.63	4,00,000	467.94
Bharat Bond ETF April-2025	3,79,992	423.31	3,79,992	411.48
Bharat Bond FOF April 2023	55,34,867	67.64	-	-
Edelweiss Arbitrage Fund	-	-	4,36,64,568	719.74
Edelweiss NIFTY PSU Bond Plus SDL Apr 2026 50:50 Index Fund	4,74,76,047	525.57	4,74,76,047	509.92
Edelweiss CRISIL IBX 50:50 Gilt Plus SDL Apr 2037 Index Fund	4,77,54,473	500.05	-	-
HDFC Short Term Debt Fund	1,04,887	2.81	52,05,920	136.49
HDFC Short Term Debt Fund - Regular Growth	-	-	6,93,662	17.82
HDFC Low Duration Fund	1,54,29,585	810.37	2,49,68,530	1,243.14
HDFC Money Market Fund	-	-	2,57,730	1,199.68
HDFC Ultra Short Term Fund	-	-	10,09,61,709	1,253.22
HDFC Corporate Bond Fund	47,38,647	130.88	-	-
ICICI Prudential Banking & PSU Debt Fund	4,12,300	11.36	-	-
ICICI Prudential Corporate Bond Fund - Growth	6,64,641	16.60	-	-
ICICI Prudential Savings Fund	14,74,179	681.95	38,60,607	1,689.84
ICICI Prudential Short Term Fund	-	-	1,41,01,249	719.80
ICICI Prudential Short Term Fund - Regular Growth	3,61,528	18.27	3,93,503	18.80
ICICI Prudential Equity Arbitrage Fund	-	-	3,73,37,769	1,093.64
ICICI Prudential Corporate Bond Fund	2,23,05,368	580.56	-	-
ICICI Prudential Nifty SDL Dec 2028 Index Fund	4,82,19,177	502.67	-	-
Bandhan Low Duration Fund	-	-	1,52,16,251	484.79
Bandhan Bond Fund - Short Term Plan	-	-	70,06,559	343.30
Bandhan Banking & PSU Debt Fund - Regular Growth	12,05,754	25.19	-	-
Kotak Corporate Bond Fund	2,52,698	827.90	1,98,665	622.39
Kotak Nifty SDL Apr 2027 Top 12 Equal Weight Index Fund	5,47,08,297	567.20	-	-
Kotak Equity Arbitrage Fund	15,80,642	53.03	4,27,49,473	1,353.83
Kotak Nifty SDL Apr 2032 Top 12 Equal Weight Index Fund	9,46,02,577	990.38	-	-
Nippon India Floating Rate Fund	-	-	2,69,60,878.56	1,017.62
Nippon India Dynamic Bond Fund	2,49,40,628	822.49	-	-
SBI Nifty 50 ETF	14,50,000	260.41	14,50,000	259.58
SBI Corporate Bond Fund	45,42,601	60.54	-	-
SBI Liquid Fund	7,127	25.11	-	-
Aditya Birla Sun Life Liquid Fund	1,65,315	60.02	-	-
SBI S&P BSE Sensex ETF	6,48,000	408.88	-	-
SBI Nifty Index Fund	5,02,335	78.85	-	-
SBI Magnum Constant Maturity Fund	91,91,798	500.27	-	-
UTI Nifty 50 ETF	1,35,000	249.57	-	-
UTI Liquid Cash Plan	14,595	53.85	-	-
<b>Total</b>		<b>11,736.59</b>		<b>15,744.84</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS (Contd.)

	As at 31 March 2023		As at 31 March 2022	
	No. of units	Amount	No. of units	Amount
<b>Investment in bonds and debentures- Quoted (measured at FVTPL)</b>				
Axis Bank Perpetual Bond	-	-	150	161.08
Bajaj Finance bond	200	197.48	200	201.02
Canara Bank perpetual bond	30	304.85	20	202.46
Export Import Bank Of India Bond	200	196.16	200	200.14
HDFC bank Perpetual Bond	20	205.59	400	432.94
HDFC Ltd Bond	900	903.80	650	661.72
ICICI Bank Infra Bond	100	103.29	-	-
Kotak Mahindra Investment Ltd Zero Coupon Bond	200	184.23	-	-
India Infradebt Ltd Bond	100	99.02	100	100.72
IRFC Ltd Perpetual Bond	250	255.18	250	255.97
ICICI Home Finance Company Ltd MLD	150	153.98	-	-
LIC Housing Finance Bond	1,000	1,020.54	500	515.77
Mahindra & Mahindra Zero coupon bonds	400	212.23	-	-
NABARD Bond	1,750	1,732.88	1,150	1,159.17
Piramal Enterprises MLD	180	197.46	180	187.79
Punjab National Bank Perpetual Bond	10	100.83	10	101.85
Power Grid Corporation of India Limited Bond	55	71.84	55	75.14
Power Finance Corporation Ltd - Bond	558	577.90	-	-
REC Bond	998	1,042.77	595	643.83
SBI Perpetual Bond	210	1,141.85	50	515.16
7.75% SBI Sept 2027	5	51.91	-	-
Shriram Transport Finance MLD	100	114.30	100	107.81
Bank of Baroda Perpetual Bond	10	102.85	-	-
State Bank of India Tier-II Bond	500	490.53	500	508.15
SIDBI Bond	650	629.46	650	650.74
Tata Cleantech MLD	250	254.93	-	-
Union Bank Perpetual Bond	15	151.69	15	151.11
<b>Total</b>		<b>10,497.55</b>		<b>6,832.57</b>
<b>Investments in Investment Trust- Quoted (measured at FVTPL)</b>				
Powergrid InvIT	39,51,962	484.19	24,46,824	327.63
<b>Investments in Alternative investment funds- Quoted (measured at FVTPL)</b>				
ICICI Prudential Long Short Fund – Series I	-	-	9,99,950	102.61
<b>Total current investments</b>		<b>22,718.33</b>		<b>23,007.65</b>
<b>Aggregate book value of quoted investments</b>		<b>22,718.33</b>		<b>23,007.65</b>
<b>Aggregate market value of quoted investments</b>		<b>22,718.33</b>		<b>23,007.65</b>
<b>Aggregate carrying value of unquoted investments</b>		<b>2,365.52</b>		<b>1,719.05</b>

\* Unless otherwise mentioned, all Mutual Fund investments are under Direct Growth

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 8 FINANCIAL ASSETS (Contd.)

#### c) Loans (measured at amortised cost)

	As at 31 March 2023	As at 31 March 2022
<b>Non-current (unsecured, considered good unless stated otherwise)</b>		
Loans to employees**	0.84	0.82
	<b>0.84</b>	<b>0.82</b>
<b>Current (unsecured, considered good unless stated otherwise)</b>		
Inter-corporate deposits*		
-Bajaj Finance Limited	52.12	-
-LIC Housing Finance Limited	-	417.35
Loans to employees **	4.36	31.04
	<b>56.48</b>	<b>448.39</b>
<b>Total loans</b>	<b>57.32</b>	<b>449.21</b>

#### Notes:

\*Inter-corporate deposits placed with financial institutions yield fixed interest rate.

\*\*Represent interest free loans to employees, which are recoverable in maximum 24 monthly instalments.

#### d) Others (measured at amortised cost)

	As at 31 March 2023	As at 31 March 2022
<b>Non-current (unsecured, considered good unless stated otherwise)</b>		
Security deposits	40.73	39.22
<b>Total</b>	<b>40.73</b>	<b>39.22</b>
<b>Current (unsecured, considered good unless stated otherwise)</b>		
Security deposits	7.71	3.25
Amount recoverable from payment gateway	141.91	115.05
Other receivables	-	0.20
<b>Total</b>	<b>149.62</b>	<b>118.50</b>

#### Notes:

Security deposits are non-interest bearing and are generally on term of 3 to 9 years.

### 9 OTHER ASSETS

	As at 31 March 2023	As at 31 March 2022
<b>Non-current (unsecured, considered good unless stated otherwise)</b>		
Prepaid expenses	0.60	1.23
Indirect taxes recoverable	14.61	15.98
Capital advance	-	23.74
<b>Total</b>	<b>15.21</b>	<b>40.95</b>
<b>Current (Unsecured, considered good unless stated otherwise)</b>		
Advances recoverable	10.41	13.17
Indirect taxes recoverable	15.36	10.79
Prepaid expenses	30.13	21.80
Others	0.03	0.03
<b>Total</b>	<b>55.93</b>	<b>45.79</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 10 TRADE RECEIVABLES

	As at 31 March 2023	As at 31 March 2022
<b>Unsecured, considered good unless stated otherwise</b>		
Trade receivables	68.55	13.26
Receivables from related parties (Refer Note 33)	2.00	-
<b>Total</b>	<b>70.55</b>	<b>13.26</b>

#### Notes:

- No trade receivables are due from directors or other officers of the Group either severally or jointly with any other person.
- For terms and conditions relating to related party receivables (Refer Note 33)
- Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days.

Outstanding for following periods from due date of payment / transaction	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>31 March 2023</b>							
<b>Undisputed, considered good</b>							
Trade receivables	53.32	16.77	0.02	0.36	0.08	-	<b>70.55</b>
<b>31 March 2022</b>							
<b>Undisputed, considered good</b>							
Trade receivables	-	13.26	-	-	-	-	<b>13.26</b>

### 11 CASH AND BANK BALANCES

#### a) Cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Cheques on hand	237.90	207.87
Balance with bank		
- On current accounts	301.45	287.60
- Deposits with original maturity of less than three months	41.71	-
<b>Total Cash and cash equivalents</b>	<b>581.06</b>	<b>495.47</b>

#### Note:

Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.

#### b) Bank balances other than cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
(i) Deposits with banks		
- remaining maturity upto twelve months	0.03	270.27
ii) Earmarked balances with banks*	1.66	2.50
<b>Amount disclosed under current bank deposits</b>	<b>1.69</b>	<b>272.77</b>

\* Earmarked balances include unclaimed/unpaid dividends of INR 0.13 (31 March 2022: INR 0.12) and bank balance with Indiamart Employee Benefit Trust of INR 1.53 (31 March 2022: INR 2.38).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 12 SHARE CAPITAL

Authorised equity share capital (INR 10 per share)	Number of shares	Amount
As at 01 April 2021	9,94,42,460	994.42
As at 31 March 2022	9,94,42,460	994.42
As at 31 March 2023	9,94,42,460	994.42

Authorised 0.01% cumulative preference share capital (INR 328 per share)	Number of shares	Amount
As at 01 April 2021	3	0.00
As at 31 March 2022	3	0.00
As at 31 March 2023	3	0.00

Issued equity share capital (subscribed and fully paid up) (INR 10 per share)	Number of shares	Amount
As at 01 April 2021	3,03,16,294	303.16
Equity shares issued on exercise of ESOP during the year	27,846	0.28
Equity shares issued to Indiamart Employee Benefit Trust during the year (refer note (d) below)	1,73,000	1.73
Equity shares issued during the earlier year to Indiamart Employee Benefit Trust and transferred to employees pursuant to SAR exercised during the year (refer note (d) below)	47,434	0.48
Equity shares issued during the year and held by Indiamart Employee Benefit Trust as at year end (refer note (d) below)	(11,584)	(0.12)
As at 31 March 2022	3,05,52,990	305.53
Equity shares issued to Indiamart Employee Benefit Trust during the year (refer note (d) below)	2,10,000	2.10
Equity shares issued during the earlier year to Indiamart Employee Benefit Trust and transferred to employees pursuant to SAR exercised during the year (refer note (d) below)	11,584	0.12
Equity shares issued during the year and held by Indiamart Employee Benefit Trust as at year end (refer note (d) below)	(35,353)	(0.36)
Equity shares extinguished on buy back during the year (refer note 1 below)	(1,60,000)	(1.60)
As at 31 March 2023	3,05,79,221	305.79

#### Notes:

- The Board of Directors at its meeting held on April 28, 2022, approved a proposal to buy-back upto 160,000 equity shares of the Company for an aggregate amount not exceeding INR 1,000, being 0.52% of the total paid up equity share capital at 6,250 per equity share. A Letter of Offer was made to all eligible shareholders. The Company bought back 160,000 equity shares out of the shares that were tendered by eligible shareholders and extinguished the equity shares on June 29, 2022. Capital redemption reserve was created to the extent of share capital extinguished of INR 1.60. The excess cost of buy-back of INR 1,012.78 (including INR 12.78 towards transaction cost of buy-back) over par value of share and corresponding tax on buy-back of INR 232.59 were offset from retained earnings.

#### 2 Utilisation of Qualified Institutions Placement ('QIP') funds

- During the year ended 31 March 2021, the Company had raised money by the way of QIP and allotted 1,242,212 equity shares of face value INR 10 each to the eligible qualified institutional buyers (QIB) at a price of INR 8,615 per equity share (including a premium of INR 8,605 per equity share) aggregating to INR 10,701.66 Millions on 22 February 2021. The issue was made in accordance SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Expenses incurred in relation to QIP amounting to INR 189.67 has been adjusted from Securities Premium Account which resulted into the QIP's net proceeds of INR 10,511.99.

Out of these proceeds, the Company has utilised till 31 March 2023 INR 10,138.42 (31 March 2022 : 3,954.17) towards purposes specified in the placement document from the date of QIP. The balance amount of QIP's net proceeds remain invested in liquid instruments.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 12 SHARE CAPITAL (Contd.)

(ii) Out of the amount utilised from QIP's net proceeds as mentioned in 2(i) above, INR 985.95 has been utilised through Tradezeal Online Private limited, the wholly owned subsidiary of the Company, details of the same are given below :-

Investment made through Tradezeal Online Private Limited	As at 31 March 2023	As at 31 March 2022
Truckhall Private Limited	185.10	110.10
Shipway Technology Private Limited	182.00	182.00
Legistify Services Private Limited	87.90	87.90
Agillos E-Commerce Private Limited	260.00	260.00
Edgewise Technologies Private Limited	133.45	133.45
Adansa Solutions Private Limited	137.50	-
<b>Total</b>	<b>985.95</b>	<b>773.45</b>

Other than as disclosed above, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group and its associates to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall lend or invest in party identified by or on behalf of the Group and its associates (Ultimate Beneficiaries). The Group and its associates have not received any funds from any party(s) (Funding Party) with the understanding that the Group and its associates shall whether directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group and its associates (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

#### a) Terms/ rights attached to equity shares:

- The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity is entitled to one vote per share.
- In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### b) Details of shareholders holding more than 5% equity shares in the Company

	As at 31 March 2023		As at 31 March 2022	
	Number	% Holding	Number	% Holding
<b>Equity shares of Rs. 10 each fully paid</b>				
Dinesh Agarwal	85,90,559	28.06%	86,30,747	28.24%
Brijesh Agrawal	58,21,329	19.01%	58,48,544	19.14%
Arisaig Asia Fund Limited	15,36,494	5.02%	13,36,051	4.37%

#### Details of shareholding of promoters

Promoters	As at 31 March 2023		As at 31 March 2022		% Change during the year
	Number	% Holding	Number	% Holding	
Dinesh Chandra Agarwal	85,90,559	28.06	86,30,747	28.24	(0.18)
Brijesh Kumar Agrawal	58,21,329	19.01	58,48,544	19.14	(0.13)
<b>Promoter Group</b>					
Chetna Agarwal	1,54,479	0.50	1,55,200	0.51	(0.01)
Pankaj Agarwal	1,50,299	0.49	1,51,000	0.49	-
Anand Kumar Agrawal	70,000	0.23	70,000	0.23	-
Meena Agarwal	69,800	0.23	69,800	0.23	-
Dinesh Chandra Agarwal (HUF)	59,722	0.20	60,000	0.20	-
Naresh Chandra Agrawal	40,200	0.13	40,200	0.13	-
Prakash Chandra Agrawal	40,014	0.13	40,200	0.13	-
Gunjan Agarwal	19,908	0.07	20,000	0.07	-

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 12 SHARE CAPITAL (Contd.)

Promoters	As at 31 March 2023		As at 31 March 2022		% Change during the year
	Number	% Holding	Number	% Holding	
Keshar Devi Agrawal	19,709	0.06	19,800	0.06	-
Vijay Jalan	10,000	0.03	10,000	0.03	-
Naresh Chandra Agrawal (HUF)	8,959	0.03	9,000	0.03	-
Anand Kumar Agrawal (HUF)	5,973	0.02	6,000	0.02	-
Prakash Chandra Agrawal (HUF)	5,973	0.02	6,000	0.02	-
Hamirwasia Business Trust	200	0.00	200	0.00	-
Hamirwasia Family Trust	200	0.00	200	0.00	-
Nanpara Business Trust	100	0.00	100	0.00	-
Nanpara Family Trust	100	0.00	100	0.00	-
<b>Total</b>	<b>1,50,67,524</b>	<b>49.21</b>	<b>1,51,37,091</b>	<b>49.53</b>	

#### c) Shares reserved for issue under options

Information relating to the Company's share based payment plans, including details of options and SAR units issued, exercised and lapsed during the financial year, options and SAR units outstanding at the end of the year, is set out in note 28.

#### d) Shares held by Indiamart Employee Benefit Trust against employees share based payment plans (face value: INR 10 each)

	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Opening balance	11,584	0.12	47,434	0.48
Purchased during the year	2,10,000	2.10	1,73,000	1.73
Transfer to employees pursuant to SAR/ESOP exercised	(1,86,231)	(1.86)	(2,08,850)	(2.09)
<b>Closing balance</b>	<b>35,353</b>	<b>0.36</b>	<b>11,584</b>	<b>0.12</b>

### 13 OTHER EQUITY

	As at 31 March 2023	As at 31 March 2022
Securities premium	15,522.50	15,383.23
General reserve	8.45	8.45
Employee share based payment reserve	256.55	130.16
Capital redemption reserve	1.60	-
Retained earnings	4,490.03	2,913.16
<b>Total other equity</b>	<b>20,279.13</b>	<b>18,435.00</b>

#### Nature and purpose of reserves and surplus:

- Securities premium:** The Securities premium account is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act 2013.
- General reserve:** The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes, as the same is created by transfer from one component of equity to another.
- Employee share based payment reserve:** The Employee share based payment reserve is used to recognise the compensation related to share based awards issued to employees under Company's Share based payment scheme.
- Capital redemption reserve:** The Capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilised in accordance with the provisions of section 69 of the Companies Act, 2013.
- Retained earnings:** Retained earnings represent the amount of accumulated earnings of the Group, and re-measurement gains/losses on defined benefit plans.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 14 TRADE PAYABLES

	As at 31 March 2023	As at 31 March 2022
Payable to micro, small and medium enterprises	1.07	-
Other trade payables		
- outstanding dues to others	3.18	3.98
Accrued expenses	267.93	179.59
<b>Total</b>	<b>272.18</b>	<b>183.57</b>

Outstanding for following years from due date of payment / transaction	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>31 March 2023</b>						
(i) MSME* - undisputed	1.07	-	-	-	-	1.07
(ii) Others - undisputed	2.42	0.48	0.26	0.02	-	3.18
Accrued expenses	267.93	-	-	-	-	267.93
<b>31 March 2022</b>						
(i) MSME* - undisputed	-	-	-	-	-	-
(ii) Others - undisputed	-	1.47	1.28	-	1.23	3.98
Accrued expenses	179.59	-	-	-	-	179.59

\* MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

### 15 LEASE AND OTHER FINANCIAL LIABILITIES

	As at 31 March 2023	As at 31 March 2022
<b>(a) Lease liabilities (Refer Note 5B)</b>		
Current	118.80	100.41
Non-current	340.28	462.39
<b>Total</b>	<b>459.08</b>	<b>562.80</b>
<b>(b) Other financial liabilities</b>		
<b>Non-current</b>		
Deferred Consideration (Refer Note 34)	355.68	-
<b>Total</b>	<b>355.68</b>	<b>-</b>
<b>Current</b>		
Payable to employees	238.01	192.95
Security deposits	0.78	-
Other payable*	31.82	10.05
<b>Total</b>	<b>270.61</b>	<b>203.00</b>

\*Includes unclaimed/unpaid dividend of INR 0.13 (31 March 2022: INR 0.12) and Unspent CSR of INR : 12.16 (31 March 2022 : Nil)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 16 PROVISIONS

	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
Provision for employee benefits (Refer Note 27)		
Provision for gratuity	103.38	166.95
Provision for Leave encashment	93.02	63.65
<b>Total</b>	<b>196.40</b>	<b>230.60</b>
<b>Current</b>		
Provision for employee benefits (Refer Note 27)		
Provision for gratuity	33.51	23.34
Provision for leave encashment	28.13	11.56
Provision-others*	15.38	15.38
<b>Total</b>	<b>77.02</b>	<b>50.28</b>

\* Contingency provision towards indirect taxes. There is no change in this provision during the year ended 31 March 2023.

### 17 CONTRACT AND OTHER LIABILITIES

	As at 31 March 2023	As at 31 March 2022
<b>Contract liabilities*</b>		
<b>Non-current</b>		
Deferred revenue	4,205.57	3,316.20
	<b>4,205.57</b>	<b>3,316.20</b>
<b>Current</b>		
Deferred revenue	6,741.96	5,110.80
Advances from customers	677.10	643.38
	<b>7,419.06</b>	<b>5,754.18</b>
<b>Total</b>	<b>11,624.63</b>	<b>9,070.38</b>
<b>Other liabilities-Current</b>		
Statutory dues		
Tax deducted at source payable	53.20	32.89
GST payable	297.05	250.20
Others	16.84	7.84
<b>Total</b>	<b>367.09</b>	<b>290.93</b>

\* Contract liabilities include consideration received in advance to render services in future periods. Refer Note 33 for outstanding balances pertaining to related parties.

### 18. INCOME TAX ASSETS AND LIABILITIES

	As at 31 March 2023	As at 31 March 2022
<b>Income tax assets (net of provisions)</b>		
<b>Non current</b>		
Income tax assets	1,699.98	1,849.80
Less: Provision for income tax	(1,615.72)	(1,615.84)
<b>Total Non Current Tax assets (net)</b>	<b>84.26</b>	<b>233.96</b>
<b>Current tax liabilities</b>		
Current tax liabilities	35.83	-
<b>Total</b>	<b>35.83</b>	<b>-</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 19 REVENUE FROM OPERATIONS

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Sale of services</b>		
Income from web services	9,220.14	7,397.02
Income from accounting software services	433.73	-
Advertisement and marketing services	200.12	137.83
<b>Total</b>	<b>9,853.99</b>	<b>7,534.85</b>

#### Transaction price allocated to the remaining performance obligations

The performance obligation is satisfied after the services are rendered for which customers has paid.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) i.e. Contract liabilities, as at March 31, are as follows:

	As at 31 March 2023		As at 31 March 2022	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Web services	7,171.12	4,134.17	5,733.75	3,306.73
Accounting software services	223.25	52.31	-	-
Advertisement and marketing services	24.69	19.09	20.43	9.47
	<b>7,419.06</b>	<b>4,205.57</b>	<b>5,754.18</b>	<b>3,316.20</b>

No single customer represents 10% or more of the Company's total revenue during the year ended 31 March 2023 and 31 March 2022.

#### Changes in the contract liability balances during the year are as follows:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening balance at the beginning of the year	9,070.38	7,261.01
Acquisition through business combinations	241.71	-
Measurement period adjustment	(19.48)	-
Less: Revenue recognised from contract liability balance at the beginning of the year	(5,372.02)	(4,254.99)
Add: Amount received/billed from customers during the year	12,186.12	9,344.22
Less: Revenue recognised from amounts billed during the year	(4,482.08)	(3,279.86)
<b>Closing balance at the end of the year</b>	<b>11,624.63</b>	<b>9,070.38</b>

### 20 OTHER INCOME

	For the year ended 31 March 2023	For the year ended 31 March 2022
Fair value gain/(loss) on measurement and income from sale of financial assets		
- Fair value gain/(loss) (net) on measurement, interest and income from sale of mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust	908.20	1,030.24
- Fair value gain on measurement and income from sale of Investment in other entities	837.99	7.72
Interest income from financial assets measured at amortised cost		
- on bank deposits	9.77	15.56
- on corporate deposits and loans	9.00	39.86
- on security deposits	2.99	2.85
Other interest income	6.20	10.11

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 20 OTHER INCOME (Contd.)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Dividend Income	10.46	2.59
Gain on sale of investment in Associates	0.28	-
Gain on de-recognition of Right-of-use assets	4.71	1.76
Provisions and liabilities no longer required written back	4.77	7.30
Net gain/(loss) on disposal of property, plant and equipment	2.86	1.56
Miscellaneous income	8.03	2.39
<b>Total</b>	<b>1,805.26</b>	<b>1,121.94</b>

### 21 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, allowance and bonus	3,764.97	2,470.45
Gratuity expense (refer note 27)	75.73	62.45
Leave encashment expense (refer note 27)	60.65	6.77
Contribution to provident and other funds	53.55	27.50
Employee share based payment expense (refer note 28)	265.66	102.73
Staff welfare expenses	26.79	5.62
<b>Total</b>	<b>4,247.35</b>	<b>2,675.52</b>

### 22 FINANCE COSTS

	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest cost of lease liabilities	47.10	54.02
Interest Cost on Deferred consideration	34.41	-
<b>Total</b>	<b>81.51</b>	<b>54.02</b>

### 23 DEPRECIATION AND AMORTISATION EXPENSE

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation of property, plant and equipment (Refer Note 5A)	98.44	11.86
Depreciation of Right-of-use assets (Refer Note 5B)	100.68	106.46
Amortisation of intangible assets (Refer Note 6B)	111.63	1.14
<b>Total</b>	<b>310.75</b>	<b>119.46</b>

### 24 OTHER EXPENSES

	For the year ended 31 March 2023	For the year ended 31 March 2022
Content development expenses	288.17	164.38
Buyer engagement expenses	133.95	143.45
Customer support expenses	228.96	159.77
Commission on Sales	12.44	-
Outsourced sales cost	1,312.84	737.75
Internet and other online expenses	469.14	298.67
Rates and taxes	4.04	10.42
Outsourced support cost	17.45	12.53

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 24 OTHER EXPENSES (Contd.)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Advertisement expenses	26.22	9.39
Power and fuel	15.81	7.72
Repair and maintenance:		
- Plant and machinery	6.96	3.43
- Others	39.63	27.27
Travelling and conveyance	33.62	10.46
Recruitment and training expenses	26.95	12.26
Legal and professional fees	108.94	54.81
Directors' sitting fees	5.25	3.55
Auditor's remuneration	8.34	5.76
Insurance expenses	45.35	31.21
Collection charges	49.18	44.79
Corporate social responsibility activities expenses	54.27	36.37
Rent	30.14	3.68
Miscellaneous expenses	10.16	3.20
<b>Total</b>	<b>2,927.81</b>	<b>1,780.87</b>

### 25 EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the earnings for the period attributable to equity holders of the parent company by the weighted average number of equity shares outstanding during the period.

Diluted EPS are calculated by dividing the earnings for the period attributable to the equity holders of the parent company by weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The following reflects the basic and diluted EPS computations:

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Basic</b>		
Net profit as per the statement of profit and loss for computation of EPS (A)	2,838.27	2,976.18
Weighted average number of equity shares used in calculating basic EPS (B)	3,05,33,250	3,04,24,200
Basic earnings per equity share (A/B)	92.96	97.82
<b>Diluted</b>		
Weighted average number of equity shares used in calculating basic EPS	3,05,33,250	3,04,24,200
Potential equity shares	1,06,020	3,09,651
Total no. of shares outstanding (including dilution) (C)	3,06,39,270	3,07,33,851
Diluted earnings per equity share (A/C)	92.63	96.84

There are potential equity shares for the year ended 31 March 2023 and 31 March 2022 in the form of share based awards granted to employees which have been considered in the calculation of diluted earning per share.

For the year ended 31 March 2023 : Nil (31 March 2022: 24,722) SAR units of employees share based awards were excluded from the calculation of diluted weighted average number of ordinary shares as their effect would have been anti-dilutive.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 26 INCOME TAX

The major components of income tax expense are:

#### a) Income tax expense recognised in Statement of profit and loss

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Current tax expense</b>		
Current tax for the year	950.11	980.47
	<b>950.11</b>	<b>980.47</b>
<b>Deferred tax benefit</b>		
Relating to origination and reversal of temporary differences	(75.60)	(52.22)
	<b>(75.60)</b>	<b>(52.22)</b>
<b>Total income tax expense</b>	<b>874.51</b>	<b>928.25</b>

#### b) Income tax recognised in other comprehensive income/(loss) (OCI)

Deferred tax related to items recognised in OCI during the year

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Net gain/(loss) on remeasurements of defined benefit plans	15.31	1.44

#### c) Reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before tax	3,712.78	3,904.43
<b>Accounting profit before income tax</b>	<b>3,712.78</b>	<b>3,904.43</b>
Tax expense at the statutory income tax rate @25.17%	934.51	982.74
Adjustments in respect of differences taxed at lower tax rates	(191.87)	(102.83)
Adjustment in respect of change in carrying amount of investment in subsidiaries	44.84	11.33
Adjustment in respect of buyback expenses	(3.22)	-
Dividend income received	(2.63)	(0.20)
Income non-taxable for tax purposes	-	26.33
Other non-deductible expenses and non-taxable income	(22.54)	6.49
Business losses and unabsorbed depreciation (for which no deferred tax asset recognised)	115.42	4.39
<b>Tax expense at the effective income tax rate of 23.55% (31 March 2022: 23.77%)</b>	<b>874.51</b>	<b>928.25</b>

#### d) Breakup of deferred tax recognised in the Balance sheet

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax asset</b>		
Property, plant and equipment and intangible assets	13.21	5.29
Provision for gratuity	34.99	46.95
Provision for compensated absences	30.37	18.54
Provision for diminution of investments in subsidiaries	12.04	-
Investment in subsidiaries measured at fair value	-	39.30
Deferred revenue and advance from customers/dealers	11.45	-
Provision of expenses, allowable in subsequent year	51.24	39.67
Ind AS 116 - Leases impact	20.24	17.30
<b>Total deferred tax assets recognised (A)</b>	<b>173.54</b>	<b>167.05</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 26 INCOME TAX (Contd.)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax liabilities</b>		
Investment in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment fund and investment trust measured at fair value	(84.08)	(316.64)
Investment in other entities measured at fair value	(154.19)	(1.77)
Accelerated deduction on lease rent for tax purposes	(1.73)	(1.73)
Identified intangible assets on business acquisition	(111.64)	-
Others	(3.01)	(3.33)
<b>Total deferred tax liabilities (B)</b>	<b>(354.65)</b>	<b>(323.47)</b>
<b>Net deferred tax liabilities (C) = (A) + (B)</b>	<b>(181.11)</b>	<b>(156.42)</b>

#### e) Breakup of deferred tax expense recognised in Statement of profit and loss and OCI

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax expense/(income) relates to the following:</b>		
Provision for gratuity	13.52	11.07
Provision for compensated absences	(9.96)	0.28
Investment in other entities measured at fair value	152.42	1.77
Investment in debt instrument of subsidiaries measured at fair value	39.30	-
Provision for diminution of investments in subsidiaries	(12.04)	-
Deferred revenue and advance from customers/dealers	44.29	-
Provision for expenses, allowable in subsequent year	(11.81)	(10.83)
Investment in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment fund and investment trust measured at fair value	(238.22)	(47.87)
Accelerated deduction for tax purposes	-	(0.03)
Property, plant and equipment and intangible assets	(34.70)	2.32
Ind AS 116 - Leases impact	(2.81)	(6.37)
Others	(0.27)	(1.12)
<b>Deferred tax benefit</b>	<b>(60.28)</b>	<b>(50.78)</b>

#### f) Reconciliation of Deferred tax Assets & liabilities:

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Opening balance as of 1 April</b>	<b>(156.42)</b>	<b>(207.20)</b>
Tax benefit/(expense) during the year recognised in Statement of profit and loss	75.60	52.22
Net Deferred tax liabilities recognised pursuant to business combinations (refer note 34)	(80.35)	-
Measurement period adjustments (refer note 34)	(4.63)	-
Tax impact during the year recognised in OCI	(15.31)	(1.44)
<b>Closing balance at the end of the year</b>	<b>(181.11)</b>	<b>(156.42)</b>

#### g) Disclosed in the balance sheet as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Deferred Tax Liabilities	(202.86)	(156.42)
Deferred Tax Assets	21.75	-
<b>Deferred Tax Liabilities (net)</b>	<b>(181.11)</b>	<b>(156.42)</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities, and deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 26 INCOME TAX (Contd.)

#### h) Detail of deductible temporary differences and unused tax losses for which no deferred tax asset is recognised in the balance sheet:

Particulars	As at 31 March 2023	As at 31 March 2022
Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:		
- tax business losses	383.83	424.43
- unabsorbed depreciation	9.76	9.60
- other deductible temporary differences	0.80	3.27
	<b>394.39</b>	<b>437.30</b>

### 27 DEFINED BENEFIT PLAN AND OTHER LONG TERM EMPLOYEE BENEFIT PLAN

The Group has a defined benefit gratuity plan. Every employee who has completed statutory defined period of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with insurance company in form of qualifying insurance policy. This defined benefit plans exposes the Group to actuarial risks, such as longevity risk, interest rate risk and salary risk.

The amount included in the balance sheet arising from the Group's obligation in respect of its gratuity plan and leave encashment is as follows:

#### Gratuity - Defined benefit

	As at 31 March 2023	As at 31 March 2022
Present value of defined benefit obligation	354.24	336.31
Fair value of plan assets	(217.35)	(146.02)
<b>Net liability arising from defined benefit obligation</b>	<b>136.89</b>	<b>190.29</b>

#### Leave encashment - other long-term employee benefit plan

	As at 31 March 2023	As at 31 March 2022
Present value of other long term employee benefit plan	121.14	75.21
	<b>121.14</b>	<b>75.21</b>

#### a) Reconciliation of the net defined benefit (asset)/liability and other long term employee benefit plan

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/liability and other other long term employee benefit plan and its components.

#### Reconciliation of present value of defined benefit obligation for Gratuity and Leave encashment

	Gratuity	
	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	336.31	289.63
Acquisition through business combinations	21.33	-
Benefits paid	(25.17)	(14.56)
Current service cost	61.94	47.51
Interest cost	24.20	18.63
Actuarial (gains)/losses		
- changes in demographic assumptions	(12.44)	1.07
- changes in financial assumptions	(31.19)	(9.22)
- experience adjustments	(20.74)	3.25
<b>Balance at the end of the year</b>	<b>354.24</b>	<b>336.31</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 27 DEFINED BENEFIT PLAN AND OTHER LONG TERM EMPLOYEE BENEFIT PLAN (Contd.)

	Leave encashment	
	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	75.21	76.08
Acquisition through business combinations	2.29	-
Benefits paid	(17.01)	(7.64)
Current service cost	62.78	0.30
Interest cost	5.07	4.88
Past service cost	2.82	-
Actuarial (gains)/losses		
- changes in demographic assumptions	(4.46)	0.23
- changes in financial assumptions	(8.50)	(0.70)
- experience adjustments	2.94	2.06
<b>Balance at the end of the year</b>	<b>121.14</b>	<b>75.21</b>

#### Movement in fair value of plan assets

	Gratuity	
	As at 31 March 2023	As at 31 March 2022
Opening fair value of plan assets	146.02	57.30
Acquisition through business combinations	9.00	-
Interest income	10.41	3.69
Actuarial (gains)/losses	(4.00)	(0.40)
Contributions from the employer	81.00	100.00
Benefits paid	(25.08)	(14.57)
<b>Closing fair value of plan assets</b>	<b>217.35</b>	<b>146.02</b>

Each year the management of the Group reviews the level of funding required as per its risk management strategy. The Group expects to contribute to gratuity INR 74.04 millions during the year ended 31 March 2023 (31 March 2022: INR 52.85 million).

The major categories of plan assets as a percentage of the fair value of the total plan assets are as follows:

	As at 31 March 2023	As at 31 March 2022
Funds managed by insurer	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

#### b) Expense recognised in profit or loss

	Gratuity	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	61.94	47.51
Net interest expense	13.79	14.93
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>75.73</b>	<b>62.44</b>
Remeasurement of the net defined benefit liability:		
Actuarial (gain)/loss on plan assets	4.00	0.40
Actuarial (gain)/loss on defined benefit obligation	(64.37)	(4.90)
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>(60.37)</b>	<b>(4.50)</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 27 DEFINED BENEFIT PLAN AND OTHER LONG TERM EMPLOYEE BENEFIT PLAN (Contd.)

	Leave encashment	
	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	62.78	0.30
Past service cost	2.82	-
Net interest expense	5.07	4.88
Actuarial (gain)/loss on other long term employee benefit plan	(10.02)	1.59
<b>Components of other long term employee benefit costs recognised in profit or loss</b>	<b>60.65</b>	<b>6.77</b>

#### c) Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	Gratuity	
	As at 31 March 2023	As at 31 March 2022
Discount rate	7.30-7.35%	6.75%
Expected rate of return on assets	7.30-7.35%	6.75%

Attrition rate:	As at 31 March 2023		As at 31 March 2022	
	Upto 4 years of service	Above 4 years of service	Upto 4 years of service	Above 4 years of service
<b>Ages</b>				
Upto 30 years	31%	31%	30%	30%
Above 30 years	12%	12%	10%	10%
<b>Future salary growth</b>				
Year 1	12.23%	12.23%	12.25%	12.25%
Year 2	12.23%	12.23%	12.25%	12.25%
Year 3 and onwards	12.07%	12.07%	12.25%	12.25%
Mortality table	India Assured Life Morality (2012-14)		India Assured Life Morality (2012-14)	

The Group regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

#### d) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

#### Gratuity

For the year ended 31 March 2023	Increase	Decrease
Impact of change in discount rate by 0.50%	(18.86)	20.70
Impact of change in salary by 0.50%	8.44	(8.79)
For the year ended 31 March 2022	Increase	Decrease
Impact of change in discount rate by 0.50%	(21.54)	23.96
Impact of change in salary by 0.50%	9.14	(9.69)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 27 DEFINED BENEFIT PLAN AND OTHER LONG TERM EMPLOYEE BENEFIT PLAN (Contd.)

e) The table below summarises the maturity profile and duration of the gratuity liability:

Particulars	As at 31 March 2023	As at 31 March 2022
Within one year	33.51	23.34
Within one - three years	53.70	38.89
Within three - five years	42.69	34.08
Above five years	224.34	240.00
<b>Total</b>	<b>354.24</b>	<b>336.31</b>

### 28 SHARE BASED PAYMENT PLANS

#### a) Employee Stock Option Plan (ESOP)

The Group has provided various share-based payment schemes to its employees in the preceding financial years. During the year ended 31 March 2023, the following schemes were in operation:

Particulars	ESOP 2017	ESOP 2022
Date of grant	June 02, 2017	Jan 10, 2022
Date of Board Approval	May 04, 2017	Jan 08, 2022
Date Of Shareholder's approval	September 23, 2015	May 07, 2018
Number of options approved	2,00,730	45,490
Method of Settlement	Equity	Equity
Vesting period (in months)	0 to 48 Months	0 to 48 Months

#### ESOP 2017\*

	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of options	Weighted Average Exercise Price	Number of options	Weighted Average Exercise Price
Outstanding at the beginning of the year	-	-	13,923	200
Granted during the year	-	-	-	-
Forfeited/ expired during the year	-	-	-	-
Exercised during the year	-	-	13,923	200
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

\* 27,846 shares have been issued against the ESOP exercised under this scheme during the previous year.

#### ESOP 2022

	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of options	Weighted Average Exercise Price	Number of options	Weighted Average Exercise Price
Outstanding at the beginning of the year	45,050	10	-	-
Granted during the year	-	-	45,490	10
Forfeited/ expired during the year	5,061	10	440	10
Exercised during the year	4,205	10	-	-
Outstanding at the end of the year	35,784	10	45,050	10
Exercisable at the end of the year	-	-	-	-

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS (Contd.)

Figures for the year ended 31 March 2023 are as follows:

Particulars	ESOP 2022	ESOP 2017
Range of exercise prices	10	-
Number of options outstanding	35,784	-
Weighted average remaining contractual life of options (in years)	3	-
Weighted average exercise price	10	-
Weighted average share price for the options exercised during the year	10	-

Figures for the year ended 31 March 2022 are as follows:

Particulars	ESOP 2017	ESOP 2022
Range of exercise prices	10	200
Number of options outstanding	45,050	-
Weighted average remaining contractual life of options (in years)	4	-
Weighted average exercise price	10	200
Weighted average share price for the options exercised during the year	-	300

#### Stock Options granted

The key inputs used in the measurement of the grant date fair valuation of equity settled plans are given in the table below:

Figures for the year ended 31 March 2023 are as follows:

	ESOP 2022	ESOP 2017
Weighted average share price	6,662	280.50
Exercise Price	10	0
Expected Volatility	NA	0.00%
Historical Volatility	NA	0.10%
Life of the options granted (Vesting and exercise year) in years	4	0.00
Expected dividends	NA	Nil
Average risk-free interest rate	NA	7.20%
Value of options method	Market price of stock*	Black-Scholes valuation model

\* Fair value has been considered as stock price of the day prior to the grant date.

Figures for the year ended 31 March 2022 are as follows:

	ESOP 2022	ESOP 2017
Weighted average share price	6662	280.50
Exercise Price	10	200
Expected Volatility	NA	0.00%
Historical Volatility	NA	0.10%
Life of the options granted (Vesting and exercise year) in years	4	7.70
Expected dividends	NA	Nil
Average risk-free interest rate	NA	7.20%
Value of options method	Market price of stock*	Black-Scholes valuation model

\* Fair value has been considered as stock price of the day prior to the grant date.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS (Contd.)

#### b) Stock appreciation rights (SAR)

The Company has granted stock appreciation rights to its employees. Details are as follows

	SAR 2018	SAR 2021	SAR 2022
Date of grant	October 01, 2018	August 01, 2021	January 10, 2022
Date of Board Approval	September 22, 2018	July 19, 2021	January 08, 2022
Date Of Shareholder's approval	May 07, 2018	May 07, 2018	May 07, 2018
Number of units approved	8,00,740	8,600	68,770
Method of Settlement	Equity	Equity	Equity
Vesting period (in months)	0 to 48 Months	0 to 48 Months	0 to 48 Months

The details of activity have been summarized below:

SAR 2018*	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of SAR units	Weighted Average Exercise Price	Number of SAR units	Weighted Average Exercise Price
Outstanding at the beginning of the year	2,03,658	500	4,27,788	500
Granted during the year	-	-	-	-
Lapsed during the year	2,028	500	11,280	500
Exercised during the year	2,01,630	500	2,12,850	500
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	2,03,658	500
Exercisable at the end of the year	-	-	-	-

\* 31 March 2023 : 175,893 (31 March 2022 : 208,850) shares have been issued against the SAR exercised under this scheme during the year.

SAR 2021*	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of SAR units	Weighted Average Exercise Price	Number of SAR units	Weighted Average Exercise Price
Outstanding at the beginning of the year	7,250	10	-	-
Granted during the year	-	-	8,600	10
Lapsed during the year	-	-	1,350	10
Exercised during the year	725	10	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	6,525	10	7,250	10
Exercisable at the end of the year	-	-	-	-

\* 31 March 2023 : 716 (31 March 2022 : Nil) shares have been issued against the SAR exercised under this scheme during the year.

SAR 2022*	For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number of SAR units	Weighted Average Exercise Price	Number of SAR units	Weighted Average Exercise Price
Outstanding at the beginning of the year	66,350	10	-	-
Granted during the year	-	-	68,770	10
Lapsed during the year	6,813	10	2,420	10
Exercised during the year	5,996	10	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	53,541	10	66,350	10
Exercisable at the end of the year	-	-	-	-

\* 31 March 2023 : 5,447 (31 March 2022 : Nil) shares have been issued against the SAR exercised under this scheme during the year.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS (Contd.)

Figures for the year ended 31 March 2023:

	SAR 2018	SAR 2021	SAR 2022
Range of exercise prices	500	10	10
Number of units outstanding	-	6,525	53,541
Weighted average remaining contractual life of units (in years)	-	2.33	2.83
Weighted average exercise price	500	10	10

Figures for the year ended 31 March 2022:

	SAR 2018	SAR 2021	SAR 2022
Range of exercise prices	500	10	10
Number of units outstanding	2,03,658	7,250	66,350
Weighted average remaining contractual life of units (in years)	0.50	3.33	3.83
Weighted average exercise price	500	10	10

#### SAR units granted

The key inputs used in the measurement of the grant date fair valuation of equity settled plans are given in the table below:

Figures for the year ended 31 March 2023:

	SAR 2018	SAR 2021*	SAR 2022*
Weighted average share price	597	7,135	6,662
Exercise Price	500	10	10
Expected Volatility	41%	NA	NA
Historical Volatility	41%	NA	NA
Life of the options granted (Vesting and exercise year) in years	4	4	4
Expected dividends	Nil	NA	NA
Average risk-free interest rate	7.80%	NA	NA
Value of options method	Black-Scholes valuation model	Market price of stock*	Market price of stock*

\* Fair value has been considered as stock price of the day prior to the grant date.

Figures for the year ended 31 March 2022:

	SAR 2018	SAR 2021*	SAR 2022*
Weighted average share price	597	7,135	6,662
Exercise Price	500	10	10
Expected Volatility	41%	NA	NA
Historical Volatility	41%	NA	NA
Life of the options granted (Vesting and exercise year) in years	4	4	4
Expected dividends	Nil	NA	NA
Average risk-free interest rate	7.80%	NA	NA
Value of options method	Black-Scholes valuation model	Market price of stock*	Market price of stock*

\* Fair value has been considered as stock price of the day prior to the grant date.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 28 SHARE BASED PAYMENT PLANS (Contd.)

Effect of the employee share-based payment plans on the statement of profit &amp; loss:

	For the year ended 31 March 2023	For the year ended 31 March 2022
Total Employee Compensation Cost pertaining to share-based payment plans	265.66	102.73
Compensation Cost pertaining to equity-settled employee share-based payment plan included above	265.66	102.73

Effect of the employee share-based payment plans on its financial position:

	As at 31 March 2023	As at 31 March 2022
Total reserve for employee share based payments outstanding as at year end	256.55	130.16

### 29 FAIR VALUE MEASUREMENTS

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Group's financial instruments are as follows:

	Level	As at 31 March 2023	As at 31 March 2022
<b>Financial assets</b>			
a) Measured at fair value through profit or loss (FVTPL)			
- Investment in mutual funds and exchange traded funds (Refer Note b(iii) below)	Level 1	11,736.59	15,744.84
- Investments in Investment Trust (Refer Note b(iii) below)	Level 1	484.19	327.63
- Investments in Alternative investment funds (Refer Note b(iii) below)	Level 1	-	102.61
- Investment in bonds & debentures (Refer Note b(v) below)	Level 2	10,497.55	6,832.57
- Investment in equity/preference instruments of other entities (Refer Note b(iv) below)	Level 3	2,210.52	1,719.05
- Investment in debt instruments of associates (Refer Note b(v) below)	Level 3	155.00	-
		<b>25,083.85</b>	<b>24,726.70</b>
b) Measured at amortised cost (Refer Note b(i) and (ii) below)			
- Trade receivables		70.55	13.26
- Cash and cash equivalents		581.06	495.47
- Loans to employees		5.20	31.86
- Inter-corporate deposits		52.12	417.35
- Security deposits		48.44	42.47
- Deposits with Banks		1.69	272.77
- Other financial assets		141.91	115.25
		<b>900.97</b>	<b>1,388.43</b>
<b>Total financial assets (a+b)</b>		<b>25,984.82</b>	<b>26,115.13</b>
<b>Financial liabilities</b>			
a) Measured at amortised cost (Refer Note b(i) and (ii) below)			
- Trade payables		272.18	183.57
- Security deposits		0.78	-
- Other financial liabilities		625.51	203.00
- Lease liabilities		459.08	562.80
<b>Total financial liabilities</b>		<b>1,357.55</b>	<b>949.37</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 29 FAIR VALUE MEASUREMENTS (Contd.)

b) The following methods / assumptions were used to estimate the fair values:

- The carrying value of deposits with Banks, Inter-corporate deposits with Financial institutions, trade receivables, loans to employees, cash and cash equivalents, trade payables, security deposits, lease liabilities and other financial assets and other financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments. These have been assessed basis counterparty credit risk.
- The fair value of non-current financial assets and financial liabilities measured are determined by discounting future cash flows using current rates of instruments with similar terms and credit risk. The current rates used does not reflect significant changes from the discount rates used initially. Therefore, the carrying value of these instruments measured at amortised cost approximate their fair value.
- Fair value of quoted mutual funds, exchange traded fund, alternative investment funds and investment trust is based on quoted market prices at the reporting date. We do not expect material volatility in these financial assets.
- Fair value of investment in equity/preference/ and debenture instruments of other entities is estimated based on discounted cash flows / market multiple valuation technique using the cash flow projections, discount rate and credit risk and are classified as Level 3.
- Fair value of Investment in debt instruments of associates is estimated based on discounted cash flows / market multiple valuation technique using the cash flow projections, discount rate and credit risk and are classified as Level 3.
- Fair value of the quoted bonds and debentures is determined using observable market's inputs and is classified as Level 2.

c) (i) Following table describes the valuation techniques used and key inputs thereto for the level 3 financial assets as of 31 March 2023:

Financial assets	Valuation technique(s)	Significant Unobservable inputs	Significant Unobservable input range	Inter-relationship between significant unobservable input and fair value measurement
<b>Investment in equity/preference instruments of other entities</b>				
Legistify Services Private Limited, Mynd Solutions Private Limited, Zimyo Consulting Private Limited, Fleetx Technologies Private Limited and Instant Procurement Services Private Limited	Market multiple and Discounted cashflow approach	i) Discount rate ii) Revenue growth rate iii) Market multiples (Comparable Companies)	i) 24.5% - 28.5% ii) 10% - 204.7% iii) 2.1x - 7.2x	The estimated fair value of Investment in Other entities will Increase/ (decrease) if the Revenue growth rate and Market multiple is higher/ (lower).  The estimated fair value of Investment in Other entities will Increase/ (decrease) if the Discount rate is (lower)/ higher.

#### Sensitivity

For the fair value of investment in other entities, reasonably possible changes in significant unobservable inputs at the reporting date would have the following effect:

	For the year ended 31 March 2023
(a) Discount Rate:	
+1% change	(59.38)
-1% change	65.81
(b) Revenue Growth Rate:	
+1% change	60.08
-1% change	(55.52)
(c) Market Multiple:	
+2.5% change	21.38
-2.5% change	(21.38)

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 29 FAIR VALUE MEASUREMENTS (Contd.)

(ii) Following table describes the valuation techniques used and key inputs thereto for the level 3 financial assets as of 31 March 2022 :

Financial assets	Valuation technique(s)	Significant Unobservable input range	Inter-relationship between significant unobservable input and fair value measurement
<b>Investment in equity/preference instruments of other entities</b>			
Mobisy Technologies Private Limited, Legistify Services Private Limited, Mynd Solutions Private Limited, Zimyo Consulting Private Limited and Fleetx Technologies Private Limited	Market multiple approach	0.7x-8.3x	The estimated fair value of Investment in Other entities will increase/ (decrease) if the Market multiple is higher/ (lower)

### Sensitivity

For the fair value of investment in other entities, reasonably possible changes in Market Multiple by 250 basis points at the reporting date being a significant unobservable inputs, would have the following effect

	For the year ended 31 March 2022
+2.5% change in Market Multiple	32.48
-2.5% change in Market Multiple	(20.15)

### d) Reconciliation of level 3 fair value measurements

	Investment in equity/preference instruments of other entities/investment in debt instruments of associates	
	For the Year ended 31 March 2023	For the year ended 31 March 2022
Opening balance	1,719.05	99.99
Gain recognised in profit or loss	837.99	7.72
Additions	395.68	1,611.34
Disposals/Extinguishment	(274.48)	-
Change in status of investment to Associate	(312.72)	-
<b>Closing balance</b>	<b>2,365.52</b>	<b>1,719.05</b>

e) During the year ended 31 March 2023 and 31 March 2022, there were no transfers due to re-classification into and out of Level 3 fair value measurements

## 30 CAPITAL MANAGEMENT

The Group manages its capital to ensure it will be able to continue as a going concerns while maximising the return to stakeholders through the optimisation of the borrowings and equity balance.

The capital structure of the Group consists of no borrowings and only equity of the Company.

The Group is not subject to any externally imposed capital requirements.

The Group reviews the capital structure on a regular basis. As part of this review, the Group considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to market risk, credit risk and liquidity risk. The Group's board of directors have overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's board oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Board is assisted in its oversight role by internal audit. Internal audit undertakes regular reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### i) Credit risk management

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's cash and cash equivalents, bank deposits, inter-corporate deposits and investment in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and units of investment trust with reputed banks and financial institutions.

The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

### Trade receivables

The Group majorly collects consideration in advance for the services to be provided to the customer. As a result, the Group is not exposed to any significant credit risk on trade receivables.

### Cash and cash equivalents, bank deposits and investments in mutual funds, exchange traded funds, debentures, units of alternative investment funds and units of investment trust.

The Group maintains its cash and cash equivalents, bank deposits, inter-corporate deposits and investment in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and units of investment trust with reputed banks and financial institutions. The credit risk on these instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

### Security deposits and loans

The Group monitors the credit rating of the counterparties on regular basis. These instruments carry very minimal credit risk based on the financial position of parties and Group's historical experience of dealing with the parties.

### ii) Liquidity risk management

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Groups's reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities, and continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### Maturities of financial liabilities

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd.)

#### Contractual maturities of financial liabilities

31 March 2023	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	272.17	-	272.17
Lease and other financial liabilities	389.41	897.43	1,286.84
	<b>661.58</b>	<b>897.43</b>	<b>1,559.01</b>

31 March 2022	Within 1 year	Between 1 and 5 years and thereafter	Total
Trade payables	183.57	-	183.57
Lease and other financial liabilities	303.41	634.41	937.82
	<b>486.98</b>	<b>634.41</b>	<b>1,121.39</b>

#### iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include foreign currency receivables, deposits, investments in mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds, units of investment trust and investment in other entities.

##### a) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency). The company's exposure to unhedged foreign currency risk as at 31 March 2023 and 31 March 2022 is not material. Currency risks related to the principal amounts of the company's US dollar trade receivables.

##### b) Interest rate risk

Investment of short-term surplus funds of the Group in liquid schemes of mutual funds, exchange traded funds, bonds, debentures, units of alternative investment fund and investment trust provides high level of liquidity from a portfolio of money market securities and high quality debt and categorized as 'low risk' product from liquidity and interest rate risk perspectives.

#### Sensitivity

	Impact on profit before tax	
	For the year ended 31 March 2023	For the year ended 31 March 2022
+ 5% change in NAV of mutual funds, exchange traded funds, bonds, debentures, units of alternative investment fund and units of investment trust.	1,135.92	1,150.38
- 5% change in NAV of mutual funds, exchange traded funds, bonds, debentures, units of alternative investment fund and units of investment trust.	(1,135.92)	(1,150.38)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 32 SEGMENT INFORMATION

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance.

Pursuant to acquisition of Busy Infotech Private Limited and Livekeeping Technologies Private Limited (Formerly known as Finlite Technologies Private limited) during the current year ended 31 March 2023, the Group has identified two business segments namely "Web and related Services" and "Accounting Software Services" as reportable segments based on the nature of the products, the risks and returns, the organization structure and the internal financial reporting systems.

Web and related services are business-to-business e-marketplace services which acts as an interactive hub for domestic and international buyers and suppliers. Accounting software services includes business of development, system analysis, designing and marketing of integrated business accounting software to help and manage businesses with increased efficiency.

#### Segment accounting Policies

The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments and are as set out in note 2 on significant accounting policies. The accounting policies in relation to segment accounting are as under:

##### (a) Segment revenue and expenses

Segment revenue is directly attributable to the segment and segment expenses have been allocated to various segments on the basis of specific identification. Segment revenue does not include other income. Segment expenses do not include finance cost, Depreciation and amortization, tax expense and share of loss of associates.

##### (b) Segment assets and liabilities

Assets and liabilities directly attributable or allocable to segments are disclosed under each reportable segment.

Financial information about the business segments for the year ended 31 March 2023 and 31 March 2022 is as follows:

	For the year ended 31 March 2023			For the year ended 31 March 2022	
	Web and related services	Accounting Software services	Total	Web and related services	Total
Revenue from operations from external customers	9,420.26	433.73	9,853.99	7,534.85	7,534.85
Inter- segment revenue	-	-	-	-	-
<b>Segment revenues</b>	<b>9,420.26</b>	<b>433.73</b>	<b>9,853.99</b>	<b>7,534.85</b>	<b>7,534.85</b>
<b>Segment results</b>	<b>2,577.08</b>	<b>101.75</b>	<b>2,678.83</b>		<b>3,078.46</b>
Finance Cost			(81.51)		(54.02)
Depreciation and Amortization expense			(310.75)		(119.46)
Other income			1,805.26		1,121.94
<b>Profit before share of loss of associates and tax</b>			<b>4,091.83</b>		<b>4,026.92</b>
Share of loss of an associates			(379.05)		(122.49)
<b>Profit before tax</b>			<b>3,712.78</b>		<b>3,904.43</b>
Tax expense			(874.51)		(928.25)
<b>Profit for the year</b>			<b>2,838.27</b>		<b>2,976.18</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 32 SEGMENT INFORMATIONS (Contd.)

#### Information about geographical areas:

The Group's revenue from continuing operations from external customers by location of operations and information of its non-current assets by location of assets are detailed below:

#### For the year ended 31 March 2023 and 31 March 2022

Revenue from external customers	For the year ended 31 March 2023			For the year ended 31 March 2022	
	Web and related services	Accounting Software services	Total	Web and related services	Total
India	9,337.25	404.87	9,742.12	7,458.04	7,458.04
Others	83.01	28.86	111.87	76.81	76.81
	<b>9,420.26</b>	<b>433.73</b>	<b>9,853.99</b>	<b>7,534.85</b>	<b>7,534.85</b>

Non-Current Assets*	For the year ended 31 March 2023			For the year ended 31 March 2022	
	Web and related services	Accounting Software services	Total	Web and related services	Total
India	551.19	4,996.86	5,548.05	603.36	603.36
Others	-	-	-	-	-
	<b>551.19</b>	<b>4,996.86</b>	<b>5,548.05</b>	<b>603.36</b>	<b>603.36</b>

\* Non-current assets exclude financial assets, investment in associates, deferred tax assets, tax assets and post-employment benefit assets.

No single customer represents 10% or more of the Group's total revenue for the year ended 31 March 2023 and 31 March 2022, respectively.

#### Segment assets and liabilities

	For the year ended 31 March 2023				For the year ended 31 March 2022		
	Web and related services	Accounting Software services	Unallocable	Total	Web and related services	Unallocable	Total
Segment assets	22,680.36	6,275.93	5,490.01	34,446.30	18,721.19	10,767.32	29,488.51
Segment liabilities	<b>13,007.13</b>	<b>854.25</b>	-	<b>13,861.38</b>	<b>10,747.98</b>	-	<b>10,747.98</b>

### 33 RELATED PARTY TRANSACTIONS

#### i) Names of related parties and related party relationship:

##### a) Entity's subsidiaries & associates

Subsidiaries	
	Hello Trade Online Private Limited
	Tradezeal Online Private Limited
	Tolexo Online Private Ltd
	Pay With Indiamart Private Limited
	Busy Infotech Private Limited (with effect from 06 April 2022)
	Livekeeping Technologies Private Limited (Formerly known as Finlite Technologies Private Limited) (with effect from 23 May 2022)
	Livekeeping Private Limited (Subsidiary of Livekeeping Technologies Private Limited, with effect from 23 May 2022)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 33 RELATED PARTY TRANSACTIONS (Contd.)

#### Associates

Simply Vyapar Apps Private Limited
Ten Times Online Private Limited (ceased to be an associate with effect from 16 March, 2023)
Truckhall Private Limited
Shipway Technology Private Limited
Agillos E-Commerce Private Limited
Edgewise Technologies Private Limited
IB Monotaro Private Limited
Adansa Solutions Private Limited (w.e.f April 06, 2022))
Mobisy Technologies Private Limited (with effect from 03 November 2022)

#### b) Individuals owning directly or indirectly, an interest in the voting power of the Group that gives them Significant Influence over the Group and Key Management Personnel (KMP)

Name	Designation
Dinesh Chandra Agarwal	Managing Director & CEO
Brijesh Kumar Agrawal	Whole time director
Prateek Chandra	Chief financial officer
Manoj Bhargava	Company Secretary
Dhruv Prakash	Non-executive director
Rajesh Sawhney	Independent director
Elizabeth Lucy Chapman	Independent director (Resigned with effect from 07 October 2022)
Vivek Narayan Gour	Independent director
Pallavi Dinodia Gupta	Independent director (Appointed with effect from 20 October 2022)

#### c) Entities where Individuals and Key Management Personnel (KMP) as defined above exercise significant influence

Mansa Enterprises Private Limited
Mynd Solutions Private Limited

#### d) Other related parties

Indiamart Employee Benefit Trust (administered Trust to manage employees share based payment plans of the Company)
Indiamart Intermesh Employees Group Gratuity Assurance Scheme (administered Trust to manage post-employment defined benefits of employees of the Company)

#### ii) Key management personnel compensation

	For the year ended 31 March 2023	For the year ended 31 March 2022
Short-term employee benefits	154.26	137.24
Post-employment benefits	0.04	0.25
Other long-term employee benefits	1.79	0.36
Employee share based payment	13.76	5.46
	<b>169.85</b>	<b>143.31</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 33 RELATED PARTY TRANSACTIONS (Contd.)

The following table provides the total amount of transactions that have been entered into with the related parties for the relevant financial year:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Entities where KMP and Individuals exercise Significant influence</b>		
<b>Expenses for rent</b>		
Mansa Enterprises Private Limited	2.64	1.73
<b>Purchase of Investment</b>		
Mynd Solutions Private Limited	240.68	-
<b>Sale of Investment</b>		
Mynd Solutions Private Limited	137.31	-
<b>Key management personnel</b>		
<b>Recruitment and training expenses</b>		
Dhruv Prakash	2.25	-
<b>Loans</b>		
Manoj Bhargava	-	1.50
<b>Director's sitting fees</b>	4.86	3.55
<b>Dividend paid</b>		
Dinesh Chandra Agarwal	17.18	129.46
Brijesh Kumar Agrawal	11.64	87.73
Prateek Chandra	0.23	1.46
Manoj Bhargava	0.01	0.01
Rajesh Sawhney	0.01	0.08
Dhruv Prakash	0.03	0.38
Vivek Narayan Gour	0.01	0.15
<b>Associates</b>		
<b>Investment in associates</b>		
Truckhall Private Limited	75.00	110.10
Shipway Technology Private Limited	-	182.00
Agillos E-Commerce Private Limited	-	260.00
Edgewise Technologies Private Limited	-	133.45
IB MonotaRO Private Limited	-	1,041.77
Simply Vyapar Apps Private Limited	39.78	615.50
Adansa Solutions Private Limited	137.50	-
Mobisy Technologies Private Limited	231.18	-
<b>Sale of Investment in associates</b>		
Ten Times Online Pvt. Ltd	1.21	-
<b>Web &amp; Advertisement services provided to</b>		
Simply Vyapar Apps Private Limited	16.47	8.43
IB Monotaro Private Limited	0.32	-
<b>Internet and online services availed</b>		
Ten Times Online Private Limited	0.05	0.17

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 33 RELATED PARTY TRANSACTIONS (Contd.)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Miscellaneous services provided to</b>		
Simply Vyapar Apps Private Limited	0.43	2.38
<b>Indiamart Employee Benefit Trust</b>		
Interest free Loan given	-	0.50
Repayment of loan given	-	2.00
Share capital issued	2.10	1.73
Dividend paid	0.15	3.31

#### Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm's length transactions. Outstanding balances as at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

The following table discloses the related parties balances at the year end:

Balance Outstanding at the year end	As at 31 March 2023	As at 31 March 2022
<b>Key management personnel</b>		
<b>Loans</b>		
Manoj Bhargava	-	1.50
<b>Investment in equity instruments of associates (At cost)*</b>		
Simply Vyapar Apps Private Limited	967.30	927.52
Ten Times Online Private Limited	-	0.93
Truckhall Private Limited	110.10	110.10
Shipway Technology Private Limited	182.00	182.00
Agillos E-Commerce Private Limited	260.00	260.00
Edgewise Technologies Private Limited	133.45	133.45
IB MonotaRO Private Limited	1,041.77	1,041.77
Adansa Solutions Private Limited	137.50	-
Mobisy Technologies Private Limited	463.89	-
<b>Investment in debt instruments of associates (At FVTPL)</b>		
Truckhall Private Limited	75.00	-
Mobisy Technologies Private Limited	80.00	-
<b>Trade receivables</b>		
Simply Vyapar Apps Private Limited	2.00	-
<b>Deferred Revenue</b>		
Simply Vyapar Apps Private Limited	2.53	1.01
IB Monotaro Private Limited	1.10	-
<b>Investment in Entities where KMP and Individuals exercise Significant influence</b>		
Mynd Solutions Private Limited	577.36	-

\*Does not include share of profit/loss of associate as accounted under equity method

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 34 BUSINESS COMBINATION

#### a) Acquisition of Busy Infotech Private Limited ("Busy Infotech")

On 24 January, 2022, the Group had signed the Share Purchase Agreement (SPA) for acquiring 100% equity interest in Busy Infotech for a consideration of INR 5,000. Busy Infotech is engaged in the business of development, system analysis, designing and marketing of integrated business accounting software (known as Busy accounting software). The acquisition would help the Company to offer accounting software solutions to businesses in line with its long term vision of enabling businesses.

The acquisition has been consummated on 06 April, 2022 and the Group has paid INR 5,000 in cash.

The total purchase consideration of INR 5,000 has been allocated based on management estimates to the acquired assets and liabilities as follows:

Particulars	As at 01 April 2022
Net working capital (Including cash of INR 33.11 millions)	433.06
Deferred tax liabilities(Net)	(76.17)
Non current Liabilities	(46.11)
Property, plant and equipment	8.65
Software	0.77
ROU	2.79
Intangible assets	
Technology	173.68
Channel Network	365.62
Goodwill	4,137.71
<b>Purchase Consideration</b>	<b>5,000.00</b>

The table below shows the values and lives of intangible assets recognized on acquisition:

Particulars	Amount	Life (Years)	Basis of amortization
Technology	173.68	5	On straight line basis
Channel Network	365.62	5	On straight line basis
<b>Total Intangible Assets</b>	<b>539.30</b>		

Goodwill is non tax deductible and has been allocated to the CGU "Busy Infotech Private Limited".

#### Acquisition- related costs

The Group has incurred INR 38.79 towards acquisition related costs. These amounts have been included in other expenses in the consolidated statement of profit or loss for the year ended 31 March, 2023.

The operations of Busy Infotech have been consolidated in the consolidated financial statements of the Group from 01 April, 2022 for convenience purposes as the transactions between 01 April, 2022 and 05 April, 2022 were not material. In the year ended 31 March, 2023, Busy Infotech contributed revenue of INR 433.06 and Profit of INR 103.00 to the Group's result.

The Group has finalised the purchase price allocation for this acquisition, which has resulted in increase in net working capital by INR 29.20, decrease in Right of Use assets by INR 0.07, increase in deferred tax liability INR 4.62 and increase in non current liabilities by INR 9.14 with corresponding impact of decrease in value of goodwill by INR 15.37 to INR 4,122.34 basis certain revised information.

In addition to the purchase consideration, INR 28 is payable as on acquisition date to certain Business Advisors over a two-year period. Payment of this amount is contingent upon these service providers continuing to be the advisors of the Group during the stipulated period mentioned in the agreement. This consideration is being accounted for as post acquisition expense.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 34 BUSINESS COMBINATION (Contd.)

#### b) Acquisition of Livekeeping Technologies Private Limited (Formerly known as Finlite Technologies Private Limited)

On 25 March, 2022, the Group has signed Share subscription and Share purchase agreement (SSSPA) for acquiring 51.01% equity interest in Livekeeping Technologies Private Limited (Formerly known as Finlite Technologies Private Limited) by way of purchase of 2,147 equity shares from existing shareholder of Livekeeping for a consideration of INR 110 and by subscribing 6,843 fresh Compulsory Convertible Preference Shares (CCPS) for INR 350. Livekeeping is engaged in the business of providing technology related services, web development and mobile applications along with other services. Company is the owner of 'Live keepking', a mobile application that allows users to access their Tally data. This investment is in line with the Company's long term objective of offering various Software as a Service ('SAAS') based solutions for businesses.

The acquisition has been consummated on 23 May, 2022 and the Group has paid INR 459.74 in cash. As part of the acquisition, the Group has committed to Buy-out the remaining share from the promoter of Livekeeping Technologies Private Limited on specified dates in a manner stipulated under the SSSPA. Accordingly, the fair value of remaining consideration payable to promoters of Livekeeping Technologies of INR 321.27 has been recognized by the Group as deferred consideration and the acquisition was accounted as per anticipated-acquisition method.

The total purchase consideration of INR 781.01 has been allocated based on management estimates to the acquired assets and liabilities as follows:

Particulars	As at 31 May 2022
Net working capital (Including cash of INR 346.1 millions)	347.47
Deferred tax liabilities(Net)	(4.18)
Property, plant and equipment	0.40
Intangible assets	
Technology	17.40
Goodwill	419.92
<b>Purchase Consideration</b>	<b>781.01</b>

The table below shows the values and lives of intangible assets recognized on acquisition:

Particulars	Amount	Life (Years)	Basis of amortization
Technology	17.40	5	On straight line basis
<b>Total Intangible Assets</b>	<b>17.40</b>		

Goodwill is non tax deductible and has been allocated to the CGU "Livekeeping Technologies Private Limited".

#### Acquisition-related costs

The Group has incurred INR 1.91 towards acquisition related costs. These amounts have been included in other expenses in the consolidated statement of profit or loss for the year ended 31 March, 2023.

The operations of Livekeeping Technologies have been consolidated in the financial statements of the Group from 31 May, 2022. In the year ended 31 March, 2023, Livekeeping Technologies contributed revenue of INR 0.68 and Loss of INR (27.92) to the Group's result.

The Group has finalised the purchase price allocation for this acquisition, which has resulted in decrease in net working capital by INR 0.45 and increase in deferred tax liability INR 0.01 with corresponding impact of increase in value of goodwill by INR 0.46 to INR 420.38.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 35 GROUP INFORMATION

Information about subsidiaries and associates

The consolidated financial statements of the Group includes subsidiaries and associates listed in the table below:

Name	Principal activities	Country of incorporation	% interest	
			As at 31 March 2023	As at 31 March 2022
<b>Information about subsidiaries</b>				
Hello Trade Online Private Limited	Business facilitation services	India	100.00	100.00
Tradezeal Online Private Limited	Business facilitation services	India	100.00	100.00
Tolexo Online Private Ltd	Cloud based solution for SMEs	India	100.00	100.00
Pay With Indiamart Private Limited	Payment facilitation	India	100.00	100.00
Busy Infotech Private Limited (refer note 34)	Software and apps service providing company	India	100.00	-
Livekeeping Technologies Private Limited (refer note 34)	Software and apps service providing company	India	51.01	-
<b>Information about associates</b>				
Ten Times Online Private Limited (ceased to be an associate with effect from 16 March 2023)	Business facilitation services	India	-	30.00
Simply Vyapar Apps Private Limited	Software and apps service providing company	India	27.45	27.00
Truckhall Private Limited	Software and apps service providing company	India	25.02	25.02
Shipway Technology Private Limited	Software and apps service providing company	India	26.00	26.00
Agillos E-Commerce Private Limited	Software and apps service providing company	India	26.23	26.23
Edgewise Technologies Private Limited	Software and apps service providing company	India	26.01	26.01
IB Monotaro Private Limited	E-Commerce company	India	26.00	26.00
Mobisy Technologies Private Limited (w.e.f 03 November 2022)	Software and apps service providing company	India	25.01	15.98
Adansa Solutions Private Limited (w.e.f 06 April 2022)	Software and apps service providing company	India	26.01	-

## 36 ADDITIONAL INFORMATION

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	INR million	As % of consolidated profit and loss	INR million	As % of consolidated other comprehensive income	INR million	As % of total comprehensive income	INR million
<b>Parent</b>								
<b>Indiamart Intermesh Limited</b>								
Balance as at 31 March 2023	81.80%	20,644.10						
Balance as at 31 March 2022	86.94%	18,921.41						
For the year ended 31 March 2023			96.73%	2,721.86	88.28%	39.78	96.60%	2,761.64
For the year ended 31 March 2022			108.12%	3,098.24	139.9%	4.28	108.15%	3,102.52

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 36 ADDITIONAL INFORMATION (Contd.)

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	INR million	As % of consolidated profit and loss	INR million	As % of consolidated other comprehensive income	INR million	As % of total comprehensive income	INR million
<b>Subsidiaries</b>								
<b>Tolexo Online Private Limited</b>								
Balance as at 31 March 2023	-1.59%	(400.51)						
Balance as at 31 March 2022	-1.53%	(333.64)						
For the year ended 31 March 2023			-2.39%	(67.16)	-0.60%	(0.27)	-2.34%	(66.88)
For the year ended 31 March 2022			-3.24%	(92.72)	-39.91%	(1.22)	-3.27%	(93.94)
<b>Hello Trade Online Pvt Ltd</b>								
Balance as at 31 March 2023	0.00%	0.21						
Balance as at 31 March 2022	0.00%	(0.02)						
For the year ended 31 March 2023			0.00%	(0.07)	0.00%	-	0.00%	(0.07)
For the year ended 31 March 2022			0.00%	(0.05)	0.00%	-	0.00%	(0.05)
<b>Tradezeal Online Pvt Ltd</b>								
Balance as at 31 March 2023	5.29%	1,334.20						
Balance as at 31 March 2022	3.11%	677.61						
For the year ended 31 March 2023			15.78%	444.09	0.00%	-	15.53%	444.09
For the year ended 31 March 2022			-0.55%	(15.90)	0.00%	-	-0.55%	(15.90)
<b>Pay with Indiamart Private Limited</b>								
Balance as at 31 March 2023	0.02%	6.03						
Balance as at 31 March 2022	0.03%	7.18						
For the year ended 31 March 2023			-0.04%	(1.15)	0.00%	-	-0.04%	(1.15)
For the year ended 31 March 2022			-0.05%	(1.51)	0.00%	-	-0.05%	(1.51)
<b>Busy Infotech Private Limited</b>								
Balance as at 31 March 2023	2.31%	582.86						
Balance as at 31 March 2022	0.00%	-						
For the year ended 31 March 2023			3.66%	103.00	12.75%	5.75	3.80%	108.75
For the year ended 31 March 2022			0.00%	-	0.00%	-	0.00%	-
<b>Livekeeping Technologies Private Limited</b>								
Balance as at 31 March 2023	1.27%	319.99						
Balance as at 31 March 2022	0.00%	-						
For the year ended 31 March 2023			-0.99%	(27.88)	-0.42%	(0.19)	-0.98%	(28.07)
For the year ended 31 March 2022			0.00%	-	0.00%	-	0.00%	-
<b>Livekeeping Private Limited</b>								
Balance as at 31 March 2023	0.00%	0.07						
Balance as at 31 March 2022	0.00%	-						
For the year ended 31 March 2023			0.00%	(0.04)	0.00%	-	0.00%	(0.04)
For the year ended 31 March 2022			0.00%	-	0.00%	-	0.00%	-
<b>Associate (accounting as per equity method)</b>								
<b>Simply Vyapar Apps Private Limited</b>								
Balance as at 31 March 2023	2.59%	654.62						
Balance as at 31 March 2022	3.62%	787.62						
For the year ended 31 March 2023			-5.39%	(151.55)	0.00%	-	-5.30%	(151.55)
For the year ended 31 March 2022			-3.41%	(97.83)	0.00%	-	-3.41%	(97.83)
<b>Ten Times Online Private Limited</b>								
Balance as at 31 March 2023	0.00%	-						
Balance as at 31 March 2022	0.00%	-						
For the year ended 31 March 2023			0.00%	-	0.00%	-	0.00%	-
For the year ended 31 March 2022			0.00%	-	0.00%	-	0.00%	-
<b>Truckhall Private Limited</b>								
Balance as at 31 March 2023	0.31%	79.36						
Balance as at 31 March 2022	0.46%	100.98						



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 36 ADDITIONAL INFORMATION (Contd.)

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	INR million	As % of consolidated profit and loss	INR million	As % of consolidated other comprehensive income	INR million	As % of total comprehensive income	INR million
For the year ended 31 March 2023			-0.77%	(21.62)	0.00%	-	-0.76%	(21.62)
For the year ended 31 March 2022			-0.32%	(9.12)	0.00%	-	-0.32%	(9.12)
<b>Shipway Technology Private Limited</b>								
Balance as at 31 March 2023	0.65%	164.43						
Balance as at 31 March 2022	0.81%	175.77						
For the year ended 31 March 2023			-0.40%	(11.36)	0.00%	-	-0.40%	(11.36)
For the year ended 31 March 2022			-0.22%	(6.22)	0.00%	-	-0.22%	(6.22)
<b>Agillos E-Commerce Private Limited</b>								
Balance as at 31 March 2023	0.93%	235.62						
Balance as at 31 March 2022	1.17%	254.89						
For the year ended 31 March 2023			-0.68%	(19.27)	0.00%	-	-0.67%	(19.27)
For the year ended 31 March 2022			-0.18%	(5.11)	0.00%	-	-0.18%	(5.11)
<b>Edgewise Technologies Private Limited</b>								
Balance as at 31 March 2023	0.48%	121.50						
Balance as at 31 March 2022	0.61%	133.41						
For the year ended 31 March 2023			-0.42%	(11.91)	0.00%	-	-0.42%	(11.91)
For the year ended 31 March 2022			0.00%	(0.04)	0.00%	-	0.00%	(0.04)
<b>IB Monotaro Private Limited</b>								
Balance as at 31 March 2023	3.63%	915.59						
Balance as at 31 March 2022	4.77%	1,037.60						
For the year ended 31 March 2023			-4.34%	(122.01)	0.00%	-	-4.27%	(122.01)
For the year ended 31 March 2022			-0.15%	(4.17)	0.00%	-	-0.15%	(4.17)
<b>Mobisy Technologies Private Limited (w.e.f 03 November 2022)</b>								
Balance as at 31 March 2023	1.80%	454.36						
Balance as at 31 March 2022	0.00%	-						
For the year ended 31 March 2023			-0.34%	(9.54)	0.00%	-	-0.33%	(9.54)
For the year ended 31 March 2022			0.00%	-	0.00%	-	0.00%	-
<b>Adansa Solutions Private Limited (w.e.f 06 April 2022)</b>								
Balance as at 31 March 2023	0.50%	126.01						
Balance as at 31 March 2022	0.00%	-						
For the year ended 31 March 2023			-0.41%	(11.49)	0.00%	-	-0.40%	(11.49)
For the year ended 31 March 2022			0.00%	-	0.00%	-	0.00%	-
Balance as at 31 March 2023	100.00%	25,238.42						
Balance as at 31 March 2022	100.00%	21,762.81						
For the year ended 31 March 2023			100.00%	2,813.90	100.00%	45.06	100.00%	2,858.96
For the year ended 31 March 2022			100.00%	2,865.57	100.00%	3.06	100.00%	2,868.63
<b>Adjustment arising out of consolidation</b>								
Balance as at 31 March 2023		(4,653.49)						
Balance as at 31 March 2022		(3,022.28)						
For the year ended 31 March 2023				24.36		-		24.36
For the year ended 31 March 2022				110.61		-		110.61
<b>Total</b>								
Balance as at 31 March 2023		20,584.92						
Balance as at 31 March 2022		18,740.53						
For the year ended 31 March 2023				2,838.27		45.06		2,883.33
For the year ended 31 March 2022				2,976.18		3.06		2,979.24

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 37 CONTINGENT LIABILITIES AND COMMITMENTS

#### a) Contingent liabilities

Ratio	As at 31 March 2023	As at 31 March 2022
(i) Income-tax demand (refer notes (a) and (b) below)	302.68	302.68
(ii) Service tax/ GST demand (refer notes (c) below)	15.38	-

- (a) In respect of Assessment year 2016-17, a demand was raised on Tolexo Online Private limited due to addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited and accordingly the losses to be carried forward by the Company have been reduced from INR 719.22 to INR 482.07 ( Tax impact @25.17% - INR 59.69) . The matter is pending with CIT(Appeals). The Company is contesting the demand and the management believes that its position is possible to be upheld in the appellate process. No tax expense has been accrued in the consolidated financial statements for tax demand raised.
- (b) In respect of Assessment year 2017-18, a demand of INR 242.99 was raised on Tolexo Online Private limited due to addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited. The Company is contesting the demand and the management believes that its position is possible to be upheld in the appellate process. No tax expense has been accrued in the consolidated financial statements for tax demand raised.
- (c) Pursuant to the service tax departmental audit of Indiamart Intermesh Limited for the financial year 2013-14 to 2017-18 (Upto 30 June 2017), a demand has been raised on non-payment of service tax under rule 6(3) of CCR, 2004 on "Net gain on sale of current investments" of INR 15.38. The Company has already recorded the provision for the said amount in the books of accounts in the financial year 2019-20. The Company was contesting the aforesaid mentioned demand against commissioner (Appeals). During the current year, the order has been received rejecting the appeal and imposing 100% penalty of INR 15.38. The Company is in process of filing the appeal before Tribunal against the order, and the management believes that the Company's position in the matter will be tenable.
- (i) On February 28, 2019, a judgment of the Supreme Court of India interpreting certain statutory defined contribution obligations of employees and employers altered historical understandings of such obligations, extending them to cover additional portions of the employee's income. However, the judgment is not explicit if such interpretation may have retrospective application resulting in increased contribution for past and future years for certain employees of the Group. The Group, based on an internal assessment, evaluated that there are numerous interpretative challenges on the retrospective application of the judgment which results in impracticability in estimation of and timing of payment and amount involved. As a result of lack of implementation guidance and interpretative challenges involved, the Group is unable to reliably estimate the amount involved. Accordingly, the Group shall evaluate the amount of provision, if any, on there being further clarity on the matter.
- (ii) The Group is involved in various lawsuits, claims and proceedings that arise in the ordinary course of business, the outcome of which is inherently uncertain. Some of these matters include speculative and frivolous claims for substantial or indeterminate amounts of damages. The Group records a liability when it is both probable that a loss has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Management reviews these provisions and adjusts these provisions accordingly to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. The Management believes that the amount or estimable range of reasonably possible loss, will not, either individually or in the aggregate, have a material adverse effect on its business, financial position, results or cash flows of the Group, with respect to loss contingencies for legal and other contingencies as at 31 March 2023.
- (iii) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be notified. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are notified.

#### b) Capital and other commitments

- As at 31 March 2023, the Group has Nil capital commitment (31 March 2022: Nil).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 38 INVESTMENT IN ASSOCIATES

The Group has investment in associates as on 31 March 2023 (Refer Note 7). The aggregate summarised financial information in respect of the Group's associates accounted for using the equity method is as below:

Ratio	As at 31 March 2023	As at 31 March 2022
Carrying value of the Group's interest in associates	2,751.48	2,490.27
The Group's share in loss for the year in associates	(379.05)	(122.49)

### 39 ADDITIONAL REGULATORY INFORMATION

#### a) - Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance*
<b>Current Ratio (in times)</b>	Current Assets	Current liabilities	2.76	3.71	-26%
<b>Debt-Equity Ratio (in times)</b>	Total debt (represents lease liabilities) (Refer Note 1 below)	Shareholder's equity	0.02	0.03	-26%
<b>Debt Service Coverage Ratio (in times)</b>	Earning available for debt service (Refer Note 2 below)	Debt Service (Refer Note 3 below)	8.42	5.98	41%
<b>Interest Coverage ratio (in times)</b>	Profit before interest, tax & exceptional items	Finance cost	46.55	73.28	-36%
<b>Return on Equity Ratio (in %)</b>	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	14.43%	17.08%	-15%
<b>Trade Receivables turnover ratio (in times)</b>	Net Credit sales during the year	Average trade receivable	10.33	20.63	-50%
<b>Trade payables turnover ratio (in times)</b>	Other expenses	Average trade payable	12.85	10.54	22%
<b>Net capital turnover ratio (in times)</b>	Revenue from operations	Working capital (Current Assets-Current liabilities)	0.65	0.42	55%
<b>Net profit ratio (in %)</b>	Net profit after tax	Revenue from operations	28.80%	39.50%	-27%
<b>Operating Profit Margin ratio (in %)</b>	Profit before interest, tax, exceptional items, other income and share in net loss of associates	Revenue from operations	24.03%	39.27%	-39%
<b>EBITDA Margin ratio (in %)</b>	EBITDA (Refer Note 8 below)	Revenue from operations	27.19%	40.86%	-33%
<b>Return on Capital employed (ROCE) (in %)</b>	Earning before interest and taxes	Capital employed (Refer Note 4 below)	17.86%	20.34%	-12%
<b>Return on investment (ROI) (in %)</b>	Income generated from invested funds (Refer Note 5 below)	Average invested funds in treasury investments (Refer Note 6 below)	4.52%	4.42%	2%
<b>Debt to EBITDA (in times)</b>	Total debts (represents lease liabilities) (Refer Note 1 below)	EBITDA (Refer Note 8 below)	0.17	0.18	-6%

#### Notes

- Total debt represents lease liabilities.
- Earning available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and amortizations + Interest + other adjustments like gain on sale of Fixed assets, shared based expenses etc.
- Debt service = Lease Payments (Interest + Principal)
- Capital Employed = Total shareholder's equity + Deferred tax liability + Lease liabilities
- Income generated from invested funds = FVTPL gain on mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust + Interest income from Bank deposits + Interest income on inter corporate deposits
- Average invested funds in treasury investments = Average of (Average quarterly opening treasury investments and quarterly closing treasury investments #)
- Treasury Investments = Mutual funds, exchange traded funds, bonds, debentures, units of alternative investment funds and investment trust + Inter - corporate deposits + Bank deposits
- Average is calculating based on simple average of opening and closing balances.
- EBITDA stands for Profit before interest, tax, depreciation, amortisation, exceptional items and other income
- \* Explanation where variance in ratio is more than 25%

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 39 ADDITIONAL REGULATORY INFORMATION (Contd.)

#### Current Ratio

The fall in ratio is primarily on account of decrease in the current assets as the Group has utilised the investment in liquid instruments, to make strategic investments which are classified in non current assets (such as investment in subsidiaries, associates and other entities). Further there has been an increase in the current contract liabilities.

#### Debt Equity Ratio

The fall in ratio is on account of increase in other equity due to profits earned during the year. On the other hand there is decrease in debt (lease liabilities) due to continuous payment and no new major addition in lease liability.

#### Debt Service Coverage Ratio

The increase in ratio is on account of higher earnings available for debt service in the current year. On the other hand there is decrease in debt (lease liabilities) due to continuous payment and no new major addition in lease liability.

#### Net capital turnover ratio (in times)

Increase is on account of increase in the revenue for the year and decrease in the net working capital (the Group has utilised the investment in liquid instruments, to make strategic investments which are classified in non current assets, such as investment in subsidiaries, associates and other entities).

#### Net profit ratio (in %), Interest Coverage ratio (in times), Operating Profit Margin ratio (in %) and EBITDA Margin ratio (in %)

Decrease is on account of increase in operating expenses (majorly employee benefit expenses) as compared to increase in revenue.

#### b) - Relationship with Struck off companies

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
1	Maharishi Charak Natural Private Limited	Revenue and contract liabilities	Customer	-*	-*
2	Sahani Packaging Private Limited	Revenue and contract liabilities	Customer	-*	-*
3	Kilburn Power Gear Limited	Revenue and contract liabilities	Customer	-*	-*
4	Solitude Engineering	Revenue and contract liabilities	Customer	-*	-*
5	Sumithra Agro Foods Private Limited	Revenue and contract liabilities	Customer	-*	-*
6	Jee Lighting System Private Limited	Revenue and contract liabilities	Customer	-*	-*
7	Gabbar Enterprises Private Limited	Revenue and contract liabilities	Customer	-*	-*
8	Mybestfood Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
9	New Hindustan Tubes Private Limited	Revenue and contract liabilities	Customer	-*	-*
10	Shml Infra Private Limited	Revenue and contract liabilities	Customer	-*	-*
11	4Uformulations Private Limited	Revenue and contract liabilities	Customer	-*	-*
12	Fifthridge Technology Private Limited	Revenue and contract liabilities	Customer	-*	-*
13	Tocis Private Limited	Revenue and contract liabilities	Customer	-*	-*
14	Acro Fire Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
15	Mukhi Charging Solutions (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
16	Sublime Arc India Private Limited	Revenue and contract liabilities	Customer	-*	-*
17	Agrono Mech Private Limited	Revenue and contract liabilities	Customer	-*	-*
18	Pm Gapat Private Limited	Revenue and contract liabilities	Customer	-*	-*
19	Ind Digisoft Private Limited	Revenue and contract liabilities	Customer	-*	-*
20	Hani Homes	Revenue and contract liabilities	Customer	-*	-*
21	Pacbran (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
22	Ferroteal Private Limited	Revenue and contract liabilities	Customer	-*	-*

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 39 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
23	Balaj Gum India Pvt Ltd	Revenue and contract liabilities	Customer	-*	-*
24	Mukund Logistics Private Limited	Revenue and contract liabilities	Customer	-*	-*
25	Shipvey Cargo (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
26	Osmic Glass (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
27	Soundwave Technologies (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
28	Brikbond Online Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
29	Balaji Subhas And Prabhas Private Limited	Revenue and contract liabilities	Customer	-*	-*
30	Notion Engineering Private Limited	Revenue and contract liabilities	Customer	-*	-*
31	Fleetkart Logisitics Private Limited	Revenue and contract liabilities	Customer	-*	-*
32	7Th Sky Innovative Consultants Private Limited	Revenue and contract liabilities	Customer	-*	-*
33	Hybrid Solutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
34	Sarvcon Training And Consultants Private Limited	Revenue and contract liabilities	Customer	-*	-*
35	Shruthi Homes And Paving Blocks Private Limited	Revenue and contract liabilities	Customer	-*	-*
36	Altek India Private Limited	Revenue and contract liabilities	Customer	-*	-*
37	Drientech Engineers Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
38	Protectron Electromech Private Limited	Revenue and contract liabilities	Customer	-*	-*
39	Edicent Quality Registrar Private Limited	Revenue and contract liabilities	Customer	-*	-*
40	Jy Block Bearing Company Private Limited	Revenue and contract liabilities	Customer	-*	-*
41	Amisan Solutions Prvate Limited	Revenue and contract liabilities	Customer	-*	-*
42	Apple Insulated Wires Private Limited	Revenue and contract liabilities	Customer	-*	-*
43	Herbalife International India Pvt Ltd	Revenue and contract liabilities	Customer	-*	-*
44	Tbc By Nature Private Limited	Revenue and contract liabilities	Customer	-*	-*
45	V-Tac Infra System India Private Limited.	Revenue and contract liabilities	Customer	-*	-*
46	Ultrachrom Innovatives Private Limited (Opc)	Revenue and contract liabilities	Customer	-*	-*
47	Dynamic Remedies Pvt Ltd	Revenue and contract liabilities	Customer	-*	-*
48	Leo Textile Spares India (P)Ltd	Revenue and contract liabilities	Customer	-*	-*
49	Bhumika Organic Product Private Limited	Revenue and contract liabilities	Customer	-*	-*
50	Unique CompuSoft Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
51	Paradise Electricals (P) Ltd	Revenue and contract liabilities	Customer	-*	-*
52	Dinora International India Private Limited	Revenue and contract liabilities	Customer	-*	-*
53	Pyrotek India Private Limited	Revenue and contract liabilities	Customer	-*	-*
54	Marketwave Solutions (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
55	Datta Krupa Food Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
56	Raviwell Healthcare Private Limited	Revenue and contract liabilities	Customer	-*	-*
57	Quality Technoplus Private Limited	Revenue and contract liabilities	Customer	-*	-*
58	Aadeshwar Herbs Private Limited	Revenue and contract liabilities	Customer	-*	-*
59	Aden Oil India Private Limited	Revenue and contract liabilities	Customer	-*	-*
60	Lush Green Decor Horticulture And Landscape Privat	Revenue and contract liabilities	Customer	-*	-*
61	Atoz Staffing Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
62	Motoqo Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
63	Rasayan Vidhi Private Limited	Revenue and contract liabilities	Customer	-*	-*
64	Croissance Group Of Consultant Private Limited	Revenue and contract liabilities	Customer	-*	-*

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 39 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
65	Technistar India Private Limited	Revenue and contract liabilities	Customer	-*	-*
66	Sadhana Infra & Peb Projects Private Limited	Revenue and contract liabilities	Customer	-*	-*
67	Audiotechnik Prosolutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
68	Bhangale Hydraulics Pvt Ltd	Revenue and contract liabilities	Customer	-*	-*
69	Villus International (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
70	Kosini Fire & Security Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
71	Ashtasiddhi Vinayak Telecast & Teleport Private Li	Revenue and contract liabilities	Customer	-*	-*
72	Abpx Pharma Private Limited	Revenue and contract liabilities	Customer	-*	-*
73	Biofix Infiniumz Private Limited	Revenue and contract liabilities	Customer	-*	-*
74	Kazhugu Alavukol Private Limited	Revenue and contract liabilities	Customer	-*	-*
75	Leo Royal Techserve Private Limited	Revenue and contract liabilities	Customer	-*	-*
76	Aloe Pharmacy Private Limited	Revenue and contract liabilities	Customer	-*	-*
77	Navya Automation System Private Limited	Revenue and contract liabilities	Customer	-*	-*
78	Alivesmart India Private Limited	Revenue and contract liabilities	Customer	-*	-*
79	V Laval Engineering Private Limited	Revenue and contract liabilities	Customer	-*	-*
80	Advantech Crane Automation Private Limited	Revenue and contract liabilities	Customer	-*	-*
81	Vls Healthcare Private Limited	Revenue and contract liabilities	Customer	-*	-*
82	Micro Flow Contamination Solutions (India) Private	Revenue and contract liabilities	Customer	-*	-*
83	Rajratan Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
84	Kumar Ceramics Private Limited	Revenue and contract liabilities	Customer	-*	-*
85	Aspen Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
86	Microflow Devices India Private Limited	Revenue and contract liabilities	Customer	-*	-*
87	Ad Worldwide-Tech Co.Private Limited	Revenue and contract liabilities	Customer	-*	-*
88	Mercatum Technology Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
89	Fairhomes Interior Private Limited	Revenue and contract liabilities	Customer	-*	-*
90	Accu Medi Tech Private Limited	Revenue and contract liabilities	Customer	-*	-*
91	Agi Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
92	R M Retail Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
93	Appolex Road Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
94	Sha Hydraulics Private Limited	Revenue and contract liabilities	Customer	-*	-*
95	Dudhi Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
96	Giriraj Steels	Revenue and contract liabilities	Customer	-*	-*
97	Jumboo Deep Adventures & Tours Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
98	Egreat Cosmo Care Private Limited	Revenue and contract liabilities	Customer	-*	-*
99	Suryavanshi Pasandiya Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
100	Alto Molto India Private Limited	Revenue and contract liabilities	Customer	-*	-*
101	Axcel Adorn Private Limited	Revenue and contract liabilities	Customer	-*	-*
102	Seven Plus Infra Private Limited	Revenue and contract liabilities	Customer	-*	-*
103	Shanvi Fmcg Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
104	Sathi Battery Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
105	Medivantis Pharma Private Limited	Revenue and contract liabilities	Customer	-*	-*
106	Koka Technology Private Limited	Revenue and contract liabilities	Customer	-*	-*
107	Shree Muruga Consumer Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
108	Motexo Oil India (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 39 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
109	Gstek Plastcon Private Limited	Revenue and contract liabilities	Customer	-*	-*
110	Bpocornet Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
111	Nature Bee Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
112	Pfc Clothing Private Limited	Revenue and contract liabilities	Customer	-*	-*
113	Sausha R&D Private Limited	Revenue and contract liabilities	Customer	-*	-*
114	Optotec Electronics Private Limited	Revenue and contract liabilities	Customer	-*	-*
115	Vegavan Private Limited	Revenue and contract liabilities	Customer	-*	-*
116	Everything Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
117	Fixfreely Home Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
118	Fk Digitech (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
119	Perfect Agrochem Private Limited	Revenue and contract liabilities	Customer	-*	-*
120	Sri Pack Packing Machinery Private Limited	Revenue and contract liabilities	Customer	-*	-*
121	Hilm Imagineering Private Limited	Revenue and contract liabilities	Customer	-*	-*
122	Mg Krushi Dhan Agrotech Private Limited	Revenue and contract liabilities	Customer	-*	-*
123	Expert Engineers For You Private Limited	Revenue and contract liabilities	Customer	-*	-*
124	Black Empire Private Limited	Revenue and contract liabilities	Customer	-*	-*
125	First Choice Machinery India Private Limited	Revenue and contract liabilities	Customer	-*	-*
126	Wali Technosoft Private Limited	Revenue and contract liabilities	Customer	-*	-*
127	Adrmanik Fashion Private Limited	Revenue and contract liabilities	Customer	-*	-*
128	Cartomax Lubricants Private Limited	Revenue and contract liabilities	Customer	-*	-*
129	Ritajya Industry Private Limited	Revenue and contract liabilities	Customer	-*	-*
130	Tanushri Soap Ocean (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
131	Lemison Laundry Equipment Private Limited	Revenue and contract liabilities	Customer	-*	-*
132	Dizzart Flooring Private Limited	Revenue and contract liabilities	Customer	-*	-*
133	Nizamis Exim Private Limited	Revenue and contract liabilities	Customer	-*	-*
134	Kmr Socks Private Limited	Revenue and contract liabilities	Customer	-*	-*
135	Mechwing Engineering And Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
136	E-Systems Techno Private Limited	Revenue and contract liabilities	Customer	-*	-*
137	Aps Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
138	Greenhandle Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
139	Spine Care Medical Instruments Private Limited	Revenue and contract liabilities	Customer	-*	-*
140	Amso Pharma Private Limited	Revenue and contract liabilities	Customer	-*	-*
141	Starlife Enterprises India Private Limited	Revenue and contract liabilities	Customer	-*	-*
142	Gc Furn Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
143	Connectia Tech Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
144	Prayer Export Private Limited	Revenue and contract liabilities	Customer	-*	-*
145	Eurosia Irrigation Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
146	Maxin Hydro Dynamic India Private Limited	Revenue and contract liabilities	Customer	-*	-*
147	Taamini Crop Science Private Limited	Revenue and contract liabilities	Customer	-*	-*
148	Vikas Scientific Instruments Private Limited	Revenue and contract liabilities	Customer	-*	-*
149	Lorman Kitchen Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
150	Nathanz Chemicals Private Limited	Revenue and contract liabilities	Customer	-*	-*
151	Jad Technosoft Private Limited	Revenue and contract liabilities	Customer	-*	-*

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 39 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2023	
				Transaction amount	Balance outstanding
152	Jp Energy Systems (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
153	Rajlalita Chemicals Private Limited	Revenue and contract liabilities	Customer	-*	-*
154	Nesa Radiation Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
155	First Office Solutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
156	Prodigy Secure India Private Limited	Revenue and contract liabilities	Customer	-*	-*
157	Supreme Reliable Retail Private Limited	Revenue and contract liabilities	Customer	-*	-*
158	Hottip India Private Limited	Revenue and contract liabilities	Customer	-*	-*
159	Kitchen Aids Distributors Private Limited	Revenue and contract liabilities	Customer	-*	-*
160	Eon Interior Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
161	Crown Filtech Pvt. Ltd.	Revenue and contract liabilities	Customer	-*	-*
162	Ade Courier & Cargo Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
163	Informatics E-Tech (India) Ltd	Revenue and contract liabilities	Customer	-*	-*
164	Rishiroop Polymers Private Limited	Revenue and contract liabilities	Shareholders#	-	-
165	Puran Associates Private Limited	Revenue and contract liabilities	Shareholders#	-	-

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2022	
				Transaction amount	Balance outstanding
1	SG Fabs Kitchen Equipment Private Limited	Revenue and contract liabilities	Customer	-*	-*
2	Amro Cranes Private Limited	Revenue and contract liabilities	Customer	-*	-*
3	Kumar Ceramics Private Limited	Revenue and contract liabilities	Customer	-*	-*
4	Aspen Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
5	Vikas Scientific Instruments Private Limited	Revenue and contract liabilities	Customer	-*	-*
6	Mars Sterile Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
7	Parameshwary Embed Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
8	Nirvana Fashion Private Limited	Revenue and contract liabilities	Customer	-*	-*
9	Lemison Laundry Equipment Private Limited	Revenue and contract liabilities	Customer	-*	-*
10	Lorman Induction Technology Private Limited	Revenue and contract liabilities	Customer	-*	-*
11	Advantech Crane Automation Private Limited	Revenue and contract liabilities	Customer	-*	-*
12	Giriraj Steels Private Limited	Revenue and contract liabilities	Customer	-*	-*
13	First Office Solutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
14	Mollimax Suppliers Private Limited	Revenue and contract liabilities	Customer	-*	-*
15	Sunflower Natural Perfume Private Limited	Revenue and contract liabilities	Customer	-*	-*
16	Woman Arts Food Private Limited	Revenue and contract liabilities	Customer	-*	-*
17	Art Of Masala Foods Private Limited	Revenue and contract liabilities	Customer	-*	-*
18	Ratnaprava Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
19	Aps Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
20	Leo Royal Techserve Private Limited	Revenue and contract liabilities	Customer	-*	-*
21	Aditya Inkjet Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
22	Mercatum Technology Private Limited	Revenue and contract liabilities	Customer	-*	-*
23	Rajaratna Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
24	Micro-Flow Contamination Solutions (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
25	Sun Sports Private Limited	Revenue and contract liabilities	Customer	-*	-*
26	Maitri Infosoft Private Limited	Revenue and contract liabilities	Customer	-*	-*
27	R. M. Retail Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 39 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2022	
				Transaction amount	Balance outstanding
28	Navya Automation System Private Limited	Revenue and contract liabilities	Customer	-*	-*
29	Alba Nova Life Science Private Limited	Revenue and contract liabilities	Customer	-*	-*
30	Supreme Reliable Retail Private Limited	Revenue and contract liabilities	Customer	-*	-*
31	Ashwattha Enterprises Private Limited	Revenue and contract liabilities	Customer	-*	-*
32	E-Systems Techno Private Limited	Revenue and contract liabilities	Customer	-*	-*
33	Dev Electromedical Private Limited	Revenue and contract liabilities	Customer	-*	-*
34	Aster Automotive Private Limited	Revenue and contract liabilities	Customer	-*	-*
35	Hottip India Private Limited	Revenue and contract liabilities	Customer	-*	-*
36	Safezonee Enviro Engineers Private Limited	Revenue and contract liabilities	Customer	-*	-*
37	Agi Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
38	Crown Filtech Private Limited	Revenue and contract liabilities	Customer	-*	-*
39	Jp Energy Systems India Private Limited	Revenue and contract liabilities	Customer	-*	-*
40	Mahavir Interiors & Projects Private Limited	Revenue and contract liabilities	Customer	-*	-*
41	Atharva Industrial Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
42	Fire Engitech Private Limited	Revenue and contract liabilities	Customer	-*	-*
43	Taamini Crop Science Private Limited	Revenue and contract liabilities	Customer	-*	-*
44	Sidhi Vinayak Footwears Private Limited	Revenue and contract liabilities	Customer	-*	-*
45	Appolex Road Equipments Private Limited	Revenue and contract liabilities	Customer	-*	-*
46	Nizami'S Exim Private Limited	Revenue and contract liabilities	Customer	-*	-*
47	Nathanz Chemicals Private Limited	Revenue and contract liabilities	Customer	-*	-*
48	Starlife Enterprises India Private Limited	Revenue and contract liabilities	Customer	-*	-*
49	Maanam Corporation (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
50	Intersoftkk (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
51	Visaag Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
52	Fairhomes Interior Private Limited	Revenue and contract liabilities	Customer	-*	-*
53	Z-Axis Decors Private Limited	Revenue and contract liabilities	Customer	-*	-*
54	Aguaz Water Private Limited	Revenue and contract liabilities	Customer	-*	-*
55	Sharmila Manpower Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
56	Venerate Exports Private Limited	Revenue and contract liabilities	Customer	-*	-*
57	Midshipmite Recruiters Private Limited	Revenue and contract liabilities	Customer	-*	-*
58	Alen Fab Private Limited	Revenue and contract liabilities	Customer	-*	-*
59	Jacob And Sons Trading Private Limited	Revenue and contract liabilities	Customer	-*	-*
60	Green Velly Pesticides Private Limited	Revenue and contract liabilities	Customer	-*	-*
61	Virsun Organic India Private Limited	Revenue and contract liabilities	Customer	-*	-*
62	Axelerant Infra (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
63	Isavgo Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
64	Se Consultancy Private Limited	Revenue and contract liabilities	Customer	-*	-*
65	Taral Pharma Machinery Private Limited	Revenue and contract liabilities	Customer	-*	-*
66	Tera Ventura Agro And Textiles Private Limited	Revenue and contract liabilities	Customer	-*	-*
67	Dinora International India Private Limited	Revenue and contract liabilities	Customer	-*	-*
68	Shri Laxmi Chemicals And Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
69	Biofix Infiniumz Private Limited	Revenue and contract liabilities	Customer	-*	-*
70	Aasara Pre-Fab Private Limited	Revenue and contract liabilities	Customer	-*	-*
71	Hansru Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
72	Informatics E-Tech (India) Limited	Revenue and contract liabilities	Customer	-*	-*

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

## 39 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2022	
				Transaction amount	Balance outstanding
73	Diamenta Jewels Private Limited	Revenue and contract liabilities	Customer	-*	-*
74	Sapphire Industrial Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
75	Aasthaa Airtech Private Limited	Revenue and contract liabilities	Customer	-*	-*
76	Super Transports Private Limited	Revenue and contract liabilities	Customer	-*	-*
77	Yo Dry Fruits Private Limited	Revenue and contract liabilities	Customer	-*	-*
78	Green Handle Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
79	Sha Hydraulics Private Limited	Revenue and contract liabilities	Customer	-*	-*
80	Prinz Infosoft Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
81	Connectia Tech Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
82	Accu Meditech Private Limited	Revenue and contract liabilities	Customer	-*	-*
83	Access 1 Solution Digital Marketing Private Limited	Revenue and contract liabilities	Customer	-*	-*
84	Panacea Natural Greens India Private Limited	Revenue and contract liabilities	Customer	-*	-*
85	Kazhugu Alavukol Private Limited	Revenue and contract liabilities	Customer	-*	-*
86	Abpx Pharma Private Limited	Revenue and contract liabilities	Customer	-*	-*
87	Beetaair Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
88	Aloe Pharmacy Private Limited	Revenue and contract liabilities	Customer	-*	-*
89	Sant Krupa Steel India Private Limited	Revenue and contract liabilities	Customer	-*	-*
90	Eurosia Irrigation Systems Private Limited	Revenue and contract liabilities	Customer	-*	-*
91	K. S. R. Brothers Private Limited	Revenue and contract liabilities	Customer	-*	-*
92	Jumboodeep Adventures & Tours Private Limited.	Revenue and contract liabilities	Customer	-*	-*
93	Exhicon World Exhibit Private Limited	Revenue and contract liabilities	Customer	-*	-*
94	Maxin Hydro Dynamic India Private Limited	Revenue and contract liabilities	Customer	-*	-*
95	Nesa Radiation Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
96	Bvr Toys And Furnitures Private Limited	Revenue and contract liabilities	Customer	-*	-*
97	Js Hawkens India Private Limited	Revenue and contract liabilities	Customer	-*	-*
98	Saral Filtration Private Limited	Revenue and contract liabilities	Customer	-*	-*
99	Embassy Stones Private Limited	Revenue and contract liabilities	Customer	-*	-*
100	Lavl Automotive India Private Limited	Revenue and contract liabilities	Customer	-*	-*
101	R Tex Spin Mach Private Ltd.	Revenue and contract liabilities	Customer	-*	-*
102	Aarts Creative Studio Opc Private Limited	Revenue and contract liabilities	Customer	-*	-*
103	K. P. Fabricators & Engineers (Gujarat) Private Limited	Revenue and contract liabilities	Customer	-*	-*
104	Mazda Agencies Private Limited	Revenue and contract liabilities	Customer	-*	-*
105	Manmohan Marketing Private Limited	Revenue and contract liabilities	Customer	-*	-*
106	Vacatio Leisures Private Limited	Revenue and contract liabilities	Customer	-*	-*
107	Fast Care India Pest Control Private Limited	Revenue and contract liabilities	Customer	-*	-*
108	Fannar Exim Private Limited	Revenue and contract liabilities	Customer	-*	-*
109	Microsidd India Private Limited	Revenue and contract liabilities	Customer	-*	-*
110	Infrawave Ites Private Limited	Revenue and contract liabilities	Customer	-*	-*
111	Disti (India) Private Limited	Revenue and contract liabilities	Customer	-*	-*
112	Dia Overseas Private Limited	Revenue and contract liabilities	Customer	-*	-*
113	Bizkraft Concepts Private Limited	Revenue and contract liabilities	Customer	-*	-*
114	Primero Meditech Private Limited	Revenue and contract liabilities	Customer	-*	-*
115	Grey Box Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
116	Purofyhealth Private Limited	Revenue and contract liabilities	Customer	-*	-*
117	Aplast International Private Limited	Revenue and contract liabilities	Customer	-*	-*
118	Axiomata Elevators Private Limited	Revenue and contract liabilities	Customer	-*	-*

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 39 ADDITIONAL REGULATORY INFORMATION (Contd.)

S. No.	Name of the struck off company	Nature of Transactions	Relationship	31 March 2022	
				Transaction amount	Balance outstanding
119	Amruta Pharmaceutical Private Limited	Revenue and contract liabilities	Customer	-*	-*
120	Luxorian Corporate Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
121	Tgs Vertical Transportation Private Limited	Revenue and contract liabilities	Customer	-*	-*
122	Gdc Agro Foods Private Limited	Revenue and contract liabilities	Customer	-*	-*
123	Purplepro It Solutions India Private Limited	Revenue and contract liabilities	Customer	-*	-*
124	Telesis Consultancy Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
125	Tot'Strunk Private Limited	Revenue and contract liabilities	Customer	-*	-*
126	Goeco Solar Power Private Limited	Revenue and contract liabilities	Customer	-*	-*
127	Vividha Arts Private Limited	Revenue and contract liabilities	Customer	-*	-*
128	Striker Security Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
129	Heritage Manufacturing Company Private Limited	Revenue and contract liabilities	Customer	-*	-*
130	Brivon Pharmatec Private Limited	Revenue and contract liabilities	Customer	-*	-*
131	D1 Engineering And Constructions (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
132	Incon Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
133	Eleczio (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
134	Lunatic Craftwork Private Limited	Revenue and contract liabilities	Customer	-*	-*
135	Akara Exim Private Limited	Revenue and contract liabilities	Customer	-*	-*
136	Ovata Seal Construction Private Limited	Revenue and contract liabilities	Customer	-*	-*
137	Dpass Multi Solutions Private Limited	Revenue and contract liabilities	Customer	-*	-*
138	Strawsun Manufacture Private Limited	Revenue and contract liabilities	Customer	-*	-*
139	Gintara Private Limited	Revenue and contract liabilities	Customer	-*	-*
140	Solsun Power (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
141	Ashwanthana Private Limited	Revenue and contract liabilities	Customer	-*	-*
142	Abba Cure & Care Private Limited	Revenue and contract liabilities	Customer	-*	-*
143	Dream Success Inframart Private Limited	Revenue and contract liabilities	Customer	-*	-*
144	We Sprout Landscapers (Opc) Private Limited	Revenue and contract liabilities	Customer	-*	-*
145	Ab Brothers Private Limited (Opc)	Revenue and contract liabilities	Customer	-*	-*
146	Nlive Electronics India Private Limited	Revenue and contract liabilities	Customer	-*	-*
147	Clarismart Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
148	Kings And Queens Impex Private Limited (Opc)	Revenue and contract liabilities	Customer	-*	-*
149	Majesty Aaron Elevators India Private Limited	Revenue and contract liabilities	Customer	-*	-*
150	Alfatech Thermal Engineers Private Limited	Revenue and contract liabilities	Customer	-*	-*
151	Kagazi Crafts Private Limited	Revenue and contract liabilities	Customer	-*	-*
152	Oum Sound & Acoustic Private Limited	Revenue and contract liabilities	Customer	-*	-*
153	Seastar Watersport Products Private Limited	Revenue and contract liabilities	Customer	-*	-*
154	Jingea Art Private Limited	Revenue and contract liabilities	Customer	-*	-*
155	Naksh Technologies Private Limited	Revenue and contract liabilities	Customer	-*	-*
156	Rrootofly Online Services Private Limited	Revenue and contract liabilities	Customer	-*	-*
157	Rubicon Ro Private Limited	Revenue and contract liabilities	Customer	-*	-*
158	Aqua Purity Industries Private Limited	Revenue and contract liabilities	Customer	-*	-*
159	Puran Associates Private Limited	-	Shareholders #	-	-
160	Avanti Realtors Private Limited	-	Shareholders #	-	-
161	Rishiroop Polymers Pvt Ltd	-	Shareholders #	-	-
162	Ratna Commercial Enterprises Pvt Ltd	-	Shareholders #	-	-

\* Less than INR 1.00 Million.

# Shareholders means persons holding the securities of the Company.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2023

(Amount in INR million, unless otherwise stated)

### 40 EVENTS AFTER THE REPORTING PERIOD

a) The Group has evaluated all the subsequent events through 28 April 2023, which is the date on which these consolidated financial statements were issued, and no events have occurred from the balance sheet date through that date except for matters that have already been considered in the consolidated financial statements.

#### b) Dividend

Dividend declared by the Company is based on the profit available for distribution. On 28 April 2023, the Board of Directors of the Company have proposed a final dividend of INR 20/- per share in respect of the year ended 31 March 2023.

#### c) Bonus issue

On April 28, 2023, the Board of Directors of the Company proposed issuance of 1:1 bonus shares on fully paid equity shares having face value of INR 10 per share, subject to approval of the shareholders. In the event of approval by the shareholders of the proposed Bonus issue, post adjusting for this Bonus issue, the Basic Earnings per equity share would have been INR 46.48 per share and INR 48.91 per share for the year ended 31 March 2023 and 31 March 2022 respectively, and Diluted Earnings per equity share would have been INR 46.32 per share and INR 48.42 per share for the year ended 31 March 2023 and 31 March 2022 respectively.

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101248W/ W-100022

**Kanika Kohli**  
Partner  
Membership No.: 511565

Place: Gurugram  
Date: 28 April 2023

For and on behalf of the Board of Directors of  
**IndiaMART InterMESH Limited**

**Dinesh Chandra Agarwal**  
(Managing Director & CEO)  
DIN:00191800

**Brijesh Kumar Agrawal**  
(Whole-time Director)  
DIN:00191760

**Prateek Chandra**  
(Chief Financial Officer)

**Manoj Bhargava**  
(Company Secretary)

Place: Noida  
Date: 28 April 2023





## INDIAMART INTERMESH LIMITED

CIN No.: L74899DL1999PLC101534

### REGISTERED OFFICE OF THE COMPANY

1<sup>st</sup> Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi-110002, India

Tel: +91-11-45608941

### CORPORATE OFFICE OF THE COMPANY

IndiaMART InterMESH Limited

6<sup>th</sup> Floor, Tower 2, Assotech Business Cresterra, Plot No. 22, Sector 135,

Noida-201305, Uttar Pradesh, India

Tel: +91-96969 69696

[www.indiamart.com](http://www.indiamart.com)

FOLLOW US:   