



IndiaMART InterMESH Ltd.

6th floor, Tower 2, Assotech Business Cresterra,
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E: customercare@indiamart.com
Website: www.indiamart.com

Date: May 12, 2020

The Manager - Listing
BSE Limited
(BSE: 542726)

The Manager - Listing
National Stock Exchange of India Limited
(NSE: INDIAMART)

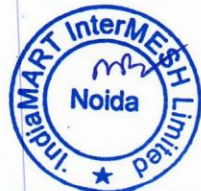
Dear Sir/Ma'am,

Subject: Outcome of the Board Meeting

Pursuant to Regulation 30 & 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform you that the meeting of the Board of Directors of IndiaMART InterMESH Limited was held today i.e. May 12, 2020 at 2.30 P.M. and concluded at 4:20 P.M.

The meeting *inter alia* transacted the following business:

1. Approved the Audited Standalone and Consolidated Financial Results of the Company for the quarter and year ended March 31, 2020.
2. Considered and recommended the re-appointment of Mr. Rajesh Sawhney (DIN: 01519511), as Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, for a term of 5 consecutive years w.e.f. September 23, 2020 to the shareholders of the Company in the ensuing 21st Annual General Meeting.
3. Considered and recommended the re-appointment of Ms. Elizabeth Lucy Chapman (DIN: 06459440), as Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, for a term of 5 consecutive years w.e.f. September 23, 2020 to the shareholders of the Company in the ensuing 21st Annual General Meeting.
4. Considered and recommended the re-appointment of Mr. Brijesh Kumar Agrawal (DIN: 00191760), who is liable by rotation, based on the recommendation of Nomination and Remuneration Committee, to the shareholders at the ensuing 21st Annual General Meeting.





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It is further affirmed that Mr. Rajesh Sawhney, Ms. Elizabeth Lucy Chapman and Mr. Brijesh Kumar Agrawal are not debarred from holding the office of Director by virtue of any SEBI order or order of any other authority and therefore not disqualified to be appointed as Director.

Please take above information on record.

Yours faithfully,

For Indiamart Intermesh Limited



Manoj Bhargava
(Manoj Bhargava)

Sr. Vice President (Legal & Secretarial),
Company Secretary & Compliance Officer

Enclosed:

1. Audited (Standalone and Consolidated) Financial Results of the Company, along with the Auditor Report, for the quarter and year ended March 31, 2020. **(Annexure-1)**
2. Declaration under Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Annexure-2)**
3. Brief profile of Mr. Rajesh Sawhney, Independent Director the Company. **(Annexure-3)**
4. Brief profile of Ms. Elizabeth Lucy Chapman, Independent Director the Company. **(Annexure-4)**
5. Brief profile of Mr. Brijesh Kumar Agrawal, Whole-time Director the Company. **(Annexure-5).**

BSR & Co. LLP

Chartered Accountants

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INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF IndiaMART InterMESH Limited

Report on the audit of the Standalone Annual Financial Results

Opinion

We have audited the accompanying standalone annual financial results of IndiaMART InterMESH Limited (hereinafter referred to as the "Company") for the year ended 31 March 2020 ('standalone annual financial results'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income (loss) and other financial information for the year ended 31 March 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results* 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 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 annual financial results.

Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results 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 annual financial results.

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 annual financial results, 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.

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- 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 through a separate report on the complete set of standalone financial statements on whether the company has adequate internal financial controls with reference to standalone 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 in the standalone annual financial results 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 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 standalone annual financial results 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 annual financial results, including the disclosures, and whether the standalone annual financial results 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.

Other Matters

- a. The standalone annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published audited year to date figures up to the third quarter of the current financial year.

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- b. Attention is drawn to the fact that the corresponding figures for the quarter ended 31 March 2019 and for the period 1 April 2018 to 31 March 2019 are based on the previously issued standalone annual financial results and standalone financial statements of the Company that were audited by the predecessor auditor who expressed an unmodified opinion on those standalone annual financial results and standalone financial statements on 11 May 2019.

Our opinion on the standalone annual financial results is not modified in respect of the above matters.

For **B S R & Co. LLP**
Chartered Accountants

ICAI Firm registration No: 101248W/W-100022

**KANIKA
KOHLI**

Digitally signed by
KANIKA KOHLI

Date: 2020.05.12 15:35:33
+05'30'

Kanika Kohli
Partner

Place: Gurugram
Date: 12 May 2020

Membership No:511565
ICAI UDIN: 20511565AAAAAJ8054

I. Audited Standalone Financials Results

(Amounts in INR million, except per share data)

S.No.	Particulars	Quarter ended			Year ended	
		March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		Audited	Audited	Audited	Audited	Audited
1	Income:					
	a) Revenue from operations	1,658	1,605	1,351	6,235	4,973
	b) Other income	173	165	100	684	360
	Total income	1,831	1,770	1,451	6,919	5,333
2	Expenses:					
	a) Employee benefits expense	623	678	655	2,548	2,217
	b) Depreciation and amortisation expense	58	57	12	209	40
	c) Net loss on financial liability designated at FVTPL	-	-	-	-	653
	d) Finance costs	17	5	-	33	-
	e) Other expenses	494	487	548	1,960	1,960
	Total expenses	1,192	1,227	1,215	4,750	4,870
3	Profit before exceptional items and tax (1-2)	639	543	236	2,169	463
4	Exceptional items [loss/(income)] (Refer Note 6)	69	-	-	69	-
5	Profit after exceptional items and before tax (3-4)	570	543	236	2,100	463
6	Tax expense/(credit)					
	a) Current tax	-	-	36	(3)	36
	b) Deferred tax	170	(92)	21	327	301
	c) Tax impact related to change in tax rate and law [refer note 8 (a)]	-	-	-	314	-
	Total tax expense	170	(92)	57	638	337
7	Net Profit/(loss) for the period (5-6)	400	635	179	1,462	126
8	Other comprehensive income/(loss) (net of tax)	(16)	(3)	2	(54)	(7)
	-Items that will not be reclassified to profit or loss					
9	Total comprehensive income/ (loss) for the period (7+8)	384	632	181	1,408	119
10	Paid up equity share capital (face value : INR 10/- each)	289	289	286	289	286
11	Other equity for the year				2,456	1,321
12	Earnings per equity share:					
	Basic earnings per equity share (INR 10 per share)	13.84	21.95	6.27	50.73	4.87
	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)
	Diluted earnings per equity share (INR 10 per share)	13.62	21.61	6.24	49.84	4.78
	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)



II. Audited Standalone Balance sheet

(Amounts in INR million)

	As at	
	March 31, 2020	March 31, 2019
	Audited	Audited
Assets		
Non-current assets		
Property, plant and equipment	48	83
Capital work in progress	2	2
Right-of-use assets	800	-
Intangible assets	5	6
Investment in subsidiaries and associates	316	4
Financial assets		
(i) Investments	89	90
(ii) Loans	1	1
(iii) Others financial assets	398	33
Deferred tax assets (net)	244	858
Non-current tax assets (net)	211	-
Other non-current assets	-	8
Total non-current assets	2,114	1,085
Current assets		
Financial assets		
(i) Investments	8,656	6,043
(ii) Trade receivables	11	4
(iii) Cash and cash equivalents	129	359
(iv) Bank balances other than (iii) above	69	375
(v) Loans	12	16
(vi) Others financial assets	76	152
Current tax assets (net)	75	100
Other current assets	46	54
Total current assets	9,074	7,103
Total assets	11,188	8,188
Equity and liabilities		
Equity		
Share capital	289	286
Other equity	2,456	1,321
Total equity	2,745	1,607
Liabilities		
Non-current liabilities		
Financial liabilities		
(i) Lease liabilities	613	-
(ii) Other financial liabilities	-	3
Provisions	258	94
Contract liabilities	2,697	2,298
Total non-current liabilities	3,568	2,395
Current liabilities		
Financial liabilities		
(i) Trade payables		
(a) total outstanding dues of micro enterprises and small enterprises	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	177	127
(ii) Lease liabilities	153	-
(iii) Other financial liabilities	254	298
Provisions	40	67
Contract liabilities	4,138	3,553
Other current liabilities	113	141
Total current liabilities	4,875	4,186
Total liabilities	8,443	6,581
Total equity and liabilities	11,188	8,188



Notes to the Statement of Audited Standalone Financial Results for the Quarter and Year ended March 31, 2020:

- 1 The above standalone financial results for the quarter and year ended March 31,2020 were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on May 12,2020. The statutory auditors have expressed an unmodified audit opinion on these results.
- 2 The above standalone financial results have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.
- 3 During the year ended March 31, 2020, the Company has completed an Initial Public Offering (IPO) through an offer for sale of 48,87,862 equity shares. The equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on July 4, 2019.
- 4 The standalone cash flow statement is attached in Annexure I.
- 5 The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases using modified retrospective approach, with the cumulative effect of initially applying the Standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company has not restated comparative information, instead, the cumulative effect of initially applying this standard has resulted in recognition of right-of-use asset of INR 204 Million and a corresponding lease liability of INR 224 Million by adjusting retained earnings net of taxes by INR 16 Million [the impact of deferred tax created INR 9 Million] as at April 1, 2019. The Company has also reclassified its leasehold land amounting to INR 36 Million as right-of-use asset. In the statement of profit and loss of the quarter and year ended March 31, 2020, the nature of expenses in respect of operating leases has changed from lease rent (in other expenses) into depreciation cost against the right-of-use asset and finance cost against interest accrued on lease liability.

The impact of application of Ind AS 116 on the standalone financials results is as follows:

(Amounts in INR "Millions")

Particulars	Quarter Ended March 31,2020	Quarter Ended December 31,2019	Quarter Ended September 30,2019	Quarter Ended June 30,2019	Year ended March 31,2020
a Rent, Rates & Taxes Expense is lower by	44	48	48	45	185
b Depreciation is higher by	(46)	(46)	(39)	(36)	(167)
c Finance Cost is higher by	(17)	(6)	(6)	(4)	(33)
d Other income is higher by	-	-	1	-	1
Profit Before tax is higher/(Lower) by	(19)	(4)	4	5	(14)

- 6 Exceptional item, during the quarter and year ended 31 March 2020, represents fair value change in the carrying value of investment in Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS), held in Tolexo Online Private limited, a wholly owned subsidiary company, due to the current economic conditions.
- 7 The results for the quarter and year ended March 31, 2020 are available on the BSE Limited website (URL:www.bseindia.com/corporates), the National Stock Exchange of India Limited website (URL:www.nseindia.com/corporates) and on the Company's website.
- 8 Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one segment which is business-to-business e-marketplace, which acts as an interactive hub for domestic and international buyers and suppliers and operates in a single operating segment based on the nature of the products, the risks and returns, the organization structure and the internal financial reporting systems. Hence, the Company has a single operating segment "Business to business e-marketplace".
- 9 a) Tax impact for the quarter ended September 30, 2019 and year ended March 31, 2020 reflects changes made vide Taxation Laws Amendment Ordinance 2019 as applicable to the Company. It includes the "tax impact relating to change in tax rate and law" amounting to INR 314 Million which comprises of i) deferred tax charge of INR 278 Million due to change in applicable tax rate, and ii) the MAT credit entitlement written off of INR 36 Million.

b) Deferred tax for the quarter ended December 31, 2019 and year ended March 31, 2020 includes credit of INR 229 million on account of certain timing differences pertaining to the earlier years.
- 10 In view of pandemic relating to COVID -19, the Company has considered internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of receivables, right-of-use assets, investment in subsidiaries and associate, and other financial assets, for possible impact on the Standalone Financial Results. However, the actual impact of COVID-19 on the Company's standalone financial statements may differ from that estimated and the Company will continue to closely monitor any material changes to future economic conditions.
- 11 The CEO and CFO have certified these results under Regulation 33(2) of SEBI (LODR) Regulations, 2015.
- 12 Figures for the previous periods have been regrouped/reclassified to confirm to the classification of the current period.

Place: Noida
Date : May 12 ,2020



For and on behalf of the Board of Directors
IndiaMART InterMESH Limited

Dinesh Chandra Agarwal
(Managing Director and Chief Executive Officer)

Audited Standalone Statement of Cash Flows for the year ended 31 March 2020

Annexure -I

(Amounts in INR million)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit before tax	2,100	463
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Depreciation and amortization	209	40
Interest and other income	(45)	(29)
Gain from business transfer arrangement	-	(7)
Exceptional items	69	-
Fair value change on financial assets at FVTPL	(638)	(324)
Fair value change in share buyback obligations	-	653
Gain on disposal of property, plant and equipment	(1)	(0)
Share-based payment expense	75	85
Impairment allowance on investment in subsidiaries	-	70
Finance costs	33	-
Operating Profit before working capital changes	1,802	951
Movement in working capital		
Increase in trade receivables	(7)	(1)
Decrease in other financial assets	13	8
Decrease/(increase) in other assets	4	(8)
(Decrease)/increase in other financial liabilities	(59)	58
(Decrease)/Increase in trade payables	52	(46)
Increase in other liabilities	956	1,630
Increase in provisions	65	45
Cash generated from operations	2,826	2,637
Income tax paid (net)	(184)	(50)
Net cash generated from operating activities	2,642	2,587
Cash flow from investing activities		
Proceeds from sale of property, plant and equipment	1	1
Purchase of property, plant and equipment and other intangible assets	(42)	(50)
Purchase of current investments	(4,520)	(5,190)
Investment in subsidiaries and associates	(380)	(75)
Proceeds from sale of current investments	2,546	2,606
Interest received	34	26
Advances received from /(paid for) selling shareholders (net)	69	(69)
Payment of refundable security deposits for listing on stock exchange.	(24)	-
Investments in bank deposits (includes earmarked balances with bank)	(43)	(73)
Net cash used in investing activities	(2,359)	(2,824)
Cash flow from financing activities		
Repayment of lease liabilities	(166)	-
Interest paid on lease liabilities	(33)	-
Dividend paid (including Dividend Distribution Tax)	(333)	-
Proceeds from issue of equity shares on exercise of stock option plans	19	144
Net cash generated from (used in) financing activities	(513)	144
Net decrease in cash and cash equivalents	(230)	(93)
Cash and cash equivalents at the beginning of the year	359	452
Cash and cash equivalents at the end of the year	129	359



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INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF IndiaMART InterMESH Limited

Report on the audit of the Consolidated Annual Financial Results

Opinion

We have audited the accompanying consolidated annual financial results 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 associate for the year ended 31 March 2020, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

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 other auditors on separate audited financial statements of the subsidiaries and an associate, the aforesaid consolidated annual financial results:

a. include the annual financial results of the following entities:

Subsidiaries:

1. Tradezeal International Private Limited
2. Ten Times Online Private Limited
3. Tolexo Online Private Limited
4. Pay with Indiamart Private Limited
5. Hello Trade Online Private Limited

Associate:

6. Simply Vyapar Apps Private Limited

b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

c. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net profit and other comprehensive income (loss) and other financial information of the Group for the year ended 31 March 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Annual Financial Results* section of our report. We are independent of the Group and its associate 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 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 obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the “Other Matters” paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.

Management’s and Board of Directors’ Responsibilities for the Consolidated Annual Financial Results

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company’s Management and the Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the consolidated net profit/ loss and other comprehensive income (loss) and other financial information of the Group including its associate in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results 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 annual financial results by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the Management and the respective Board of Directors of the companies included in the Group and of its associate 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 associate is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results 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 annual financial results.

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 annual financial results, 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 through a separate report on the complete set of consolidated financial statements on whether the company has adequate internal financial controls with reference to consolidated 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 in the consolidated annual financial results 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 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 annual financial results 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 associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associate to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated annual financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, 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 para (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 entities included in the consolidated annual financial results 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.

We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

- (a) The consolidated annual financial results include the audited financial results of five subsidiaries, and an associate, whose financial statements reflect Group's share of total assets of INR 151.56 million as at 31 March 2020, Group's share of total revenue of INR 157.34 million and Group's share of total net loss after tax of INR 54.58 million and Group's share of net cash outflows of INR 68.03 million for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. The independent auditors' reports on financial statements of these entities have been furnished to us by the management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the consolidated annual financial results is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

- (b) The consolidated annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published audited year to date figures up to the third quarter of the current financial year.
- (c) Attention is drawn to the fact that the corresponding figures for the quarter ended 31 March 2019 and for the period 1 April 2018 to 31 March 2019 are based on the previously issued consolidated annual financial results and consolidated financial statements of the Group that were audited by the predecessor auditor who expressed an unmodified opinion on those consolidated annual financial results and consolidated financial statements on 11 May 2019.

Our opinion on the consolidated annual financial results is not modified in respect of the above matters.

For **B S R & Co. LLP**
Chartered Accountants

ICAI Firm registration No: 101248W/W-100022

KANIKA KOHLI

Digitally signed by KANIKA
KOHLI
Date: 2020.05.12 15:31:59
+05'30'

Kanika Kohli
Partner

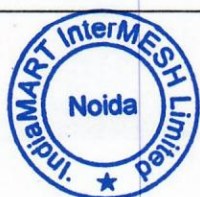
Place: Gurugram
Date: 12 May 2020

Membership No:511565
ICAI UDIN: 20511565AAAAAK4713

I. Audited Consolidated Financials Results

(Amounts in INR million, except per share data)

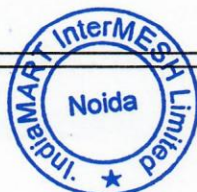
S.No.	Particulars	Quarter ended			Year ended	
		March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		Audited	Audited	Audited	Audited	Audited
1	Income:					
	a) Revenue from operations	1,701	1,649	1,380	6,389	5,074
	b) Other income	172	166	148	686	410
	Total income	1,873	1,815	1,528	7,075	5,484
2	Expenses:					
	a) Employee benefits expense	664	708	681	2,667	2,300
	b) Depreciation and amortisation expense	59	58	12	211	41
	c) Net loss on financial liability designated at FVTPL	-	-	-	-	653
	d) Finance costs	17	5	-	33	-
	e) Other expenses	514	505	498	2,033	1,951
	Total expenses	1,254	1,276	1,191	4,944	4,945
3	Profit before exceptional items, share of net losses of investment accounted using equity method and tax (1-2)	619	539	337	2,131	539
4	Share in net profit/ (loss) of associates using equity method	(7)	(7)	-	(16)	-
5	Profit before exceptional items and tax (3+4)	612	532	337	2,115	539
6	Exceptional items	-	-	-	-	-
7	Profit before tax (5+6)	612	532	337	2,115	539
8	Tax expense/(credit)					
	a) Current tax	-	3	34	1	37
	b) Deferred tax	169	(91)	21	326	301
	c) Tax impact related to change in tax rate and law [refer note 7 (b)]	-	-	-	314	-
	Total tax expense	169	(88)	55	641	338
9	Net Profit/(loss) for the period [7-8]	443	620	282	1,474	201
	<u>Attributable to:</u>					
	- Equity holders of the parent	443	620	282	1,474	201
	-Non-controlling interests	-	-	-	-	-
10	Other comprehensive income/(loss) (net of tax)					
	-Items that will not be reclassified to profit or loss	(17)	(2)	2	(55)	(7)
11	Total comprehensive income/ (loss) for the period [9+10]	426	618	284	1,419	194
12	Total comprehensive income /(loss) for the period attributable to :					
	- Equity holders of the parent	426	618	284	1,419	194
	-Non-controlling interests	-	-	-	-	-
13	Paid up equity share capital (face value : INR 10/- each)	289	289	286	289	286
14	Other equity for the year				2,462	1,313
15	Earnings per equity share:					
	Basic earnings per equity share (INR 10 per share)	15.32 (Not annualised)	21.45 (Not annualised)	9.85 (Not annualised)	51.14	7.75
	Diluted earnings per equity share (INR 10 per share)	15.07 (Not annualised)	21.12 (Not annualised)	9.79 (Not annualised)	50.24	7.61



II. Audited Consolidated Balance sheet

(Amounts in INR million)

	As at	
	March 31, 2020	March 31, 2019
	Audited	Audited
I. Assets		
Non-current assets		
Property, plant and equipment	52	85
Capital work in progress	2	2
Right-of-use assets	800	-
Intangible assets	5	6
Investment in associates	296	-
Financial assets		
(i) Investments	-	-
(ii) Loans	1	1
(iii) Others financial assets	400	36
Deferred tax assets (net)	246	858
Non-current tax assets (net)	211	-
Other non-current assets	17	7
Total non-current assets	2,030	995
Current assets		
Financial assets		
(i) Investments	8,719	6,074
(ii) Trade receivables	17	6
(iii) Cash and cash equivalents	169	402
(iv) Bank balances other than (iii) above	69	375
(v) Loans	13	17
(vi) Others financial assets	80	158
Current tax assets (net)	79	106
Other current assets	53	75
Total current assets	9,199	7,213
Total assets	11,229	8,208
II. Equity and liabilities		
Equity		
Share capital	289	286
Other equity	2,462	1,313
Equity attributable to equity holders of the parent	2,751	1,599
Non-controlling interests	-	-
Total equity	2,751	1,599
Liabilities		
Non-current liabilities		
Financial liabilities		
(i) Lease and other financial liabilities	612	-
(ii) Other financial liabilities	-	3
Provisions	265	96
Contract liabilities	2,697	2,298
Total non-current liabilities	3,574	2,397
Current liabilities		
Financial liabilities		
(i) Trade payables		
(a) total outstanding dues of micro enterprises and small enterprises	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	179	129
(ii) Lease liabilities	153	-
(iii) Other financial liabilities	260	309
Provisions	40	69
Contract liabilities	4,156	3,562
Other current liabilities	116	143
Total current liabilities	4,904	4,212
Total liabilities	8,478	6,609
Total equity and liabilities	11,229	8,208



Notes to the Statement of Audited Consolidated Financial Results for the Quarter and Year ended March 31, 2020:

- 1 The above consolidated results for the quarter and year ended March 31,2020 were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meetings held on May 12,2020. The statutory auditors have expressed an unmodified audit opinion on these results.
- 2 The above financial results have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015,as amended from time to time.
- 3 During the year ended March 31, 2020, the Company has completed an Initial Public Offering (IPO) through an offer for sale of 48,87,862 equity shares. The equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on July 4, 2019.
- 4 The Consolidated cash flow statement is attached in Annexure I.
- 5 The Group has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases using modified retrospective approach, with the cumulative effect of initially applying the Standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Group has not restated comparative information, instead, the cumulative effect of initially applying this standard has resulted in recognition of a right-of-use asset of INR 204 Million and a corresponding lease liability of INR 224 Million by adjusting retained earnings net of taxes by INR 16 Million [the impact of deferred tax created INR 9 Million] as at April 1, 2019. The Company has also reclassified its leasehold land amounting to INR 36 Million as right-of-use asset. In the statement of profit and loss of the quarter and year ended March 31, 2020, the nature of expenses in respect of operating leases has changed from lease rent (in other expenses) into depreciation cost against the right-of-use asset and finance cost against interest accrued on lease liability.

The impact of application of Ind AS 116 on the Consolidated Financials Results is as follows:

Particulars	(Amounts in INR "Millions")				
	Quarter Ended March 31,2020	Quarter Ended December 31,2019	Quarter Ended September 30,2019	Quarter Ended June 30,2019	Year ended March 31,2020
a Rent, Rates & taxes expense is lower by	44	48	48	45	185
b Depreciation is higher by	(46)	(46)	(39)	(36)	(167)
c Finance Cost is higher by	(17)	(6)	(6)	(4)	(33)
d Other Income is higher by	-	-	1	-	1
Profit Before tax is higher/(Lower) by	(19)	(4)	4	5	(14)

- 6 The results for the quarter and year ended March 31, 2020 are available on the BSE Limited website (URL:www.bseindia.com/corporates), the National Stock Exchange of India Limited website (URL:www.nseindia.com/corporates) and on the Company's website.
- 7 Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group has only one segment which is business-to-business e-marketplace, which acts as an interactive hub for domestic and international buyers and suppliers and operates in a single operating segment based on the nature of the products, the risks and returns, the organization structure and the internal financial reporting systems. Hence, the Group has a single operating segment "Business to business e-marketplace".
- 8 a) Tax impact for the quarter ended September 30, 2019 and year ended March 31, 2020 reflects changes made vide Taxation Laws Amendment Ordinance 2019 as applicable to the Company. It includes the "tax impact relating to change in tax rate and law" amounting to INR 314 Million which comprises of i) deferred tax charge of INR 278 Million due to change in applicable tax rate, and ii) the MAT credit entitlement written off of INR 36 Million.
- b) Deferred tax for the quarter ended December 31, 2019 and year ended March 31, 2020 includes credit of INR 229 million on account of certain timing differences pertaining to the earlier years.
- 9 The CEO and CFO have certified these results under Regulation 33(2) of SEBI (LODR) Regulations, 2015.
- 10 In view of pandemic relating to COVID -19, the Group has considered internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of receivables, right-of-use assets, investment in associate, and other financial assets, for possible impact on the Consolidated Financial Results. However, the actual impact of COVID-19 on the Group's consolidated financial statements may differ from that estimated and the Group will continue to closely monitor any material changes to future economic conditions.
- 11 Figures for the previous periods have been regrouped/reclassified to confirm to the classification of the current period.

Place: Noida
Date : May 12 ,2020

For and on behalf of the Board of Directors
IndiaMART InterMESH Limited

Dinesh Chandra Agarwal
(Managing Director and Chief Executive Officer)





Audited Consolidated Statement of Cash Flows for the year ended 31 March 2020

Annexure -I

(Amounts in INR million)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit before tax	2,114	539
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Depreciation and amortization	211	41
Interest and other income	(46)	(30)
Gain from business transfer arrangement	-	(7)
Fair value change on financial assets at FVTPL	(640)	(373)
Fair value change in share buyback obligations	-	653
Gain on disposal of property, plant and equipment	(0)	(0)
Share-based payment expense	79	95
Allowances for doubtful debts	2	1
Share of net loss of associates	16	-
Finance costs	33	-
Operating Profit before working capital changes	1,769	919
Movement in working capital		
Increase in trade receivables	(13)	0
Decrease in other financial assets	13	2
Decrease/(increase) in other assets	2	(12)
(Decrease)/increase in other financial liabilities	(62)	69
(Decrease)/Increase in trade payables	50	(49)
Increase in other liabilities	965	1,629
Increase in provisions	67	46
Cash generated from operations	2,791	2,604
Income tax paid (net)	(186)	(52)
Net cash generated from operating activities	2,605	2,552
Cash flow from investing activities		
Proceeds from sale of property, plant and equipment	1	1
Purchase of property, plant and equipment and other intangible assets	(46)	(52)
Purchase of current investments	(4,578)	(5,199)
Proceeds from sale of current investments	2,574	2,608
Interest received	34	26
Advances received from/(paid for) selling shareholders (net)	69	(69)
Investment in associates	(312)	-
Payment of refundable security deposits for listing on stock exchange.	(24)	-
Investments in bank deposits (includes earmarked balances with bank)	(43)	(73)
Net cash used in investing activities	(2,325)	(2,758)
Cash flow from financing activities		
Repayment of lease liabilities	(166)	-
Interest paid on lease liabilities	(33)	-
Dividend paid (including Dividend Distribution Tax)	(333)	-
Acquisition of non-controlling interest	-	(3)
Proceeds from issue of equity shares on exercise of stock option plans	19	144
Net cash generated from (used in) financing activities	(513)	141
Net decrease in cash and cash equivalents	(233)	(65)
Cash and cash equivalents at the beginning of the year	402	467
Cash and cash equivalents at the end of the year	169	402





IndiaMART InterMESH Ltd.

6th floor, Tower 2, Assotech Business Cresterra,
Plot No.22, Sec 135, Noida-201305, U.P.
Call Us: +91 - 9696969696
E: customercare@indiamart.com
Website: www.indiamart.com

Annexure-2

Date: May 12, 2020

To

The Manager - Listing
BSE Limited
(BSE: 542726)

The Manager - Listing
National Stock Exchange of India Limited
(NSE: INDIAMART)

Dear Sir/Ma'am,

Subject: Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

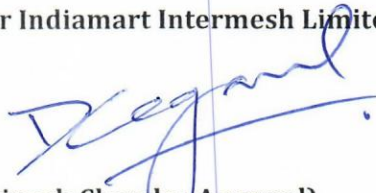
I, Dinesh Chandra Agarwal, Managing Director & CEO of the Company, hereby declare that, the Statutory Auditors of the Company, B S R & Co. LLP (FRN: 101248W/W-100022) have issued an Audit Report with unmodified opinion on Audited Standalone & Consolidated Financial Results of the Company, for the quarter and year ended on March 31, 2020.


This declaration is given pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016.

Kindly take note of the same.

Yours faithfully,

For Indiamart Intermesh Limited


(Dinesh Chandra Agarwal)
Managing Director & CEO


(Prateek Chandra)
Chief Financial Officer

Annexure - 3

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 09, 2015 are as follows:

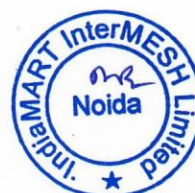
Sl. No.	Particulars	Mr. Rajesh Sawhney
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as an Independent Director
2	Date of appointment/cessation and term of appointment	Re-appointment commencing from September 23, 2020 to September 22, 2025 for a period of 5 consecutive years.
3	Brief Profile	Mr. Rajesh Sawhney, aged 54 years, is an Independent Director of our Company. He holds a bachelor's degree in engineering (electronics and communication) from University of Delhi and a master's degree in management studies from University of Bombay. He has experience in the field of media, entertainment, telecommunications, and internet industry. He has worked with Reliance Capital Limited and Reliance Entertainment Limited. He has been associated with Company as Independent Director since January 27, 2011, when he was initially appointed as Independent Director, under the Companies Act, 1956.
4	Disclosure of Relationships between Directors	Not related to any Director(s)



Annexure - 4

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 09, 2015 are as follows:

Sl. No.	Particulars	Ms. Elizabeth Lucy Chapman
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as an Independent Director
2	Date of appointment/cessation and term of appointment	Re-appointment commencing from September 23, 2020 to September 22, 2025 for a period of 5 consecutive years.
3	Brief Profile	Ms. Elizabeth Lucy Chapman, aged 39 years, is an Independent Director of our Company. She holds a bachelor's degree in science from Edinburgh University, United Kingdom and is a chartered financial analyst. She has experience in the field of adoption of digital technology in financial services. She has previously worked with DBS Bank Limited, Goldman Sachs International, The Welcome Trust Limited and Nahar Credits Private Limited. She has been a Director on our Board since January 27, 2015.
4	Disclosure of Relationships between Directors	Not related to any Director(s)



Annexure - 5

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 09, 2015 are as follows:

Sl. No.	Particulars	Mr. Brijesh Kumar Agrawal
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as a Director liable to retire by rotation
2	Date of appointment/cessation and term of appointment	Not Applicable
3	Brief Profile	Mr. Brijesh Kumar Agrawal, aged 43 years, is Whole-time Director of our Company. He holds a master's degree in management science from University of Lucknow and a post graduate diploma in business management from Northern Institute for Integrated Learning in Management, New Delhi. He has experience in the field of internet, business management and supply chain. Previously, he worked with H N Miebach Logistics India Private Limited. He is a charter member of The Indus Entrepreneurs (TiE), a global network of entrepreneurs and professionals. He has co-founder and promoter of the Company and has been associated with the Company since incorporation.
4	Disclosure of Relationships between Directors	Mr. Dinesh Chandra Agrawal and Mr. Brijesh Kumar Agrawal are cousins.

