



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

April 29, 2025

To,

BSE Limited
(BSE: 542726)

National Stock Exchange of India Limited
(NSE: INDIAMART)

Subject: Outcome of the Board Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform you that the meeting of the Board of Directors of the Company was held today i.e., Tuesday, April 29, 2025, *inter alia*, to transact the following businesses:

I. Audited (Standalone and Consolidated) Financial Results:

Approved the Audited (Standalone and Consolidated) Financial Results (*Collectively referred as 'Financial Results'*) of the Company for the quarter and financial year ended March 31, 2025. A copy of Financial Results along with Auditors' Report and Declaration regarding audit report(s) with an unmodified opinion thereupon is enclosed herewith **as Annexure – 'A'**. The Financial Results are also being disseminated on the Company's website at <https://investor.indiamart.com/FinancialResultsStatements.aspx>.

II. Dividend:

Recommended a final dividend of Rs. 30/- per equity share for the Financial Year 2024-25 and a special dividend of Rs. 20/- per equity share aggregating to total dividend of Rs. 50/- per equity share, subject to the approval of the shareholders in the ensuing Annual General Meeting ('AGM'). The dividend will be paid within 30 days from the date of declaration and approval of final dividend by the shareholders of the Company.

Pursuant to Regulation 42 of Listing Regulations, the Board has fixed Friday, June 6, 2025 as the Record Date for the purpose of determining the names of members eligible for the payment of above said final dividend for FY 2024-25 and a special dividend whose names appear in the Register of Members maintained by the Company's Registrar and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

III. Annual General Meeting:

Convening of 26th Annual General Meeting ('AGM') of the Shareholders of the Company on Monday, June 16, 2025 at 10:00 a.m. IST through Video Conferencing/Other Audio Visual

Means ('VC/OAVM') in accordance with the relevant circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') along with the AGM Notice thereof.

IV. Appointment of Mr. Sandeep Kumar Barasia, (DIN: 01432123) as an Additional Director under the category of 'Non-Executive Independent Director':

Based on the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board of Directors has appointed Mr. Sandeep Kumar Barasia, (DIN:01432123) as an Additional Director under the category of 'Non-Executive Independent Director', not liable to retire by rotation, with effect from April 29, 2025, for a term of 3 (three) consecutive years, subject to the approval of the shareholders of the Company in accordance with the applicable laws. Further, he is not debarred from holding office of a director by virtue of any SEBI Order or any other such authority.

V. Re-appointment of Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director.

Based on the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board of Directors has re-appointed Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director, not liable to retire by rotation, with effect from October 19, 2025, for a term of 5 (five) consecutive years, subject to the approval of shareholders of the Company in accordance with the applicable laws. Further, she is not debarred from holding office of a director by virtue of any SEBI Order or any other such authority.

VI. Appointment of M/s RMG & Associates, Company Secretaries as Secretarial Auditors of the Company

Based on the recommendations of the Audit Committee, the Board of Directors appointed M/s RMG & Associates, Company Secretaries (Firm Registration No: P2001DE016100 and Peer Review Certificate no. 6403/2025) as a Secretarial Auditors of the Company for a first term of five consecutive years from the conclusion of 26th Annual General Meeting ('AGM') until the conclusion of the 31st AGM of the Company, subject to the approval of the shareholders of the Company in the ensuing AGM.

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circulars are enclosed as **Annexure – 'B'**.



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The meeting commenced at 12: 30 p.m. and concluded at 15:53 p.m.

Please take the above information on record.

Thanking You,

Yours faithfully,

For IndiaMART InterMESH Limited

(Vasudha Bagri)

Compliance Officer

Membership No: A28500

Encl.: As above

Annexure – B

Appointment of Mr. Sandeep Kumar Barasia, (DIN: 01432123) as an Additional Director under the category of ‘Non-Executive Independent Director’

| S. No. | Particulars | Description |
|--------|--|---|
| 1. | Reason for change viz. appointment, resignation, removal, death or otherwise; | Appointment of Mr. Sandeep Kumar Barasia, (DIN: 01432123) as an Additional Director under the category of ‘Non-Executive Independent Director’, not liable to retire by rotation, subject to the approval of the shareholders of the Company. |
| 2. | Date of appointment /cessation & term of appointment | Appointment for a term of three (3) consecutive years i.e., w.e.f. April 29, 2025, subject to the approval of the shareholders of the Company. |
| 3. | Brief profile (in case of appointment) | <p>Qualifications: He holds a degree of Master of Business Administration from London Business School and Bachelor’s degree in Commerce in International Business and Economics from Bond University, Australia. He is pursuing an Advanced Management Programme from Harvard Business School which will be completed in May, 2025.</p> <p>Experience: With 30+ years of experience, he has built a distinguished career spanning consulting, consumer tech businesses, hospitality and entrepreneurship both in India and abroad. He also served as an Executive Director on the Board of Delhivery Limited and was the Company’s Chief Business Officer. During his tenure, he was instrumental in scaling Delhivery’s revenue from under \$20M in 2015 to over \$1B by 2024. He also spearheaded over \$1.5B in fund raising for the Company, its public offer of shares in 2022 and drove strategic corporate development initiatives. As CBO, he oversaw sales and adjacent business verticals while closely collaborating with the Founder and CEO on long-term strategic planning.</p> |

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| | | <p>Prior to Delhivery, he was also a Partner at Bain & Company, specializing in the consumer sector. He also founded the Bain Capability Network, which enabled Bain's expansion into India and has since become one of the firm's most successful global adjacencies.</p> <p>Currently, he is External Advisor to Bain. He serves as an Independent Director on the Board of EIH Associated Hotels (Oberoi Hotels group), and as an Advisor to Bay Capital (An independent investment firm) and several startups. Previously, he also served as an Independent Director on the Boards of Mumtaz Hotels (Oberoi Amarvilas) and Godrej Nature's Basket. He was also co-Chair of the CII National Committee on Logistics.</p> |
| 4. | Disclosure of relationships between directors (in case of appointment of a director) | He is not related to any director of the Company. |

Re-appointment of Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director.

| S. No. | Particulars | Description |
|--------|--|---|
| 1. | Reason for Change viz. appointment, reappointment, resignation, removal, death or otherwise | Re-appointment of Ms. Pallavi Dinodia Gupta (DIN: 06566637) as an Independent Director of the Company. |
| 2. | Date of Appointment/ reappointment / cessation (as applicable) and term of appointment/ reappointment | Ms. Pallavi Dinodia Gupta is re-appointed as an Independent Director to hold the office for the second term of 5 (five) consecutive years w.e.f. October 19, 2025, subject to the approval of the shareholders of the Company at the ensuing Annual General Meeting. |
| 3. | Brief profile (in case of appointment/ reappointment) | <p>Educational Qualification: She is a graduate from Lady Sriram College and has her degree in Law from Delhi University and Chartered Accountancy from the Institute of Chartered Accountants of India ('ICAI').</p> <p>Experience: She has more than 23 years' experience in finance, taxation, corporate advisory and leadership. She is a partner with M/s S. R. Dinodia & Co. LLP, which is one of the leading tax consultant firm, rendering the consultancy including the tax audit of the Company.</p> <p>Her proficiency in taxation, transfer pricing, and financial structuring is well recognized in the industry. Additionally, she has an experience serving as an Independent Director on the boards and board committees of publicly listed companies and international organizations. Her experience extends to serving as the Chairperson of APAC Region and as a key member of the global governing council for MGI Worldwide – one of the largest global networks of accounting, audit and taxation firms and International Fiscal Association. She is also a Co-Chairperson in Direct Tax Committee, PHD Chamber of Commerce and Industry ('PHDCCI').</p> <p>Further, her contributions to the field of taxation have been widely acknowledged, as evidenced by her recognition as one of the "World's Leading Tax Controversy Practitioners" by International Tax Review (ITR) for tenth year running in 2025</p> |



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| | | and Ranked by ITR as "Highly Regarded" in Indian Tax Jurisdiction for Tax and Transfer Pricing for the year 2025. |
| 4. | Disclosure of relationships between directors (in case of appointment of a director) | She is not related to any director of the Company. |

Appointment of M/s. RMG & Associates, Company Secretaries as Secretarial Auditors of the Company

| S. No. | Particulars | Description |
|--------|--|---|
| 1. | Reason for change viz. appointment, resignation, removal, death or otherwise; | Appointment of M/s. RMG & Associates, Company Secretaries (Firm Registration No: P2001DE016100) as Secretarial Auditors of the Company subject to the approval of shareholders at the ensuing 26 th Annual General Meeting ('AGM') of the Company in compliance with the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI notification dated December 12, 2024 read with provisions of Section 204 of the Companies Act, 2013. |
| 2. | Date of appointment / cessation & term of appointment | <p>June 18, 2025 (i.e. conclusion of ensuing 26th AGM of the Company).</p> <p>Appointment for a first term of five (5) consecutive years from the conclusion of 26th AGM until the conclusion of the 31st AGM of the Company, subject to the approval of the shareholders of the Company at the ensuing 26th AGM of the Company.</p> |
| 3. | Brief profile (in case of appointment) | <p>M/s. RMG & Associates, Company Secretaries, is a firm of Company Secretaries, registered with the Institute of Company Secretaries of India and established in 2001. It is a reputed firm of Company Secretaries specialized in Secretarial Audit and other corporate law matters.</p> <p>The Firm holds a valid Peer Review Certificate and is also an ISO 9001:2015 certified firm for its quality of professional service.</p> |



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| 4. | Disclosure of relationships between directors (in case of appointment of a director) | NA |
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