

INFO EDGE REMUNERATION POLICY

1. PREAMBLE:

1.1. TITLE & OBJECTIVE:

- a) This policy is titled as “**Info Edge Remuneration Policy**”.
- b) The Company’s remuneration policy ensures that its Directors, key managerial personnel and other employees working in the senior management are sufficiently incentivised for enhanced performance. In determining this policy, the Company has taken into account factors it deemed relevant and gave due regard to the interests of shareholders and to the financial and commercial health of the Company. The Remuneration Policy of the Company ensures that the:
 - Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and senior management of high quality required to run the Company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - Remuneration to directors, key managerial personnel and senior management creates a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

2. BOARD REMUNERATION:

2.1. EXECUTIVE DIRECTOR’S REMUNERATION:

The key objective of the Company’s policy for Board remuneration is to enable a framework that, allows for competitive and fair rewards for the achievement of key deliverables and, also aligns with practice in the industry and shareholders’ expectations. While setting remuneration for the Executive Directors’ the Company will take into account the market sector, business performance and the practices in other comparable companies.

The total remuneration package of Executive directors shall include:

a) Fixed Remuneration:

Executive Directors’ shall receive a fixed monthly amount as salary with merit based periodic increments as may be approved by the board upon the recommendation of NRC within the overall range approved by the shareholders in general meeting. Such salary shall be based on a function-related system and be in line with market practices. The Fixed Remuneration shall also include other remuneration elements like special allowance, house rent allowance or company leased accommodation, cars with services of driver, medical reimbursements, leave travel allowance, telephone/internet/fax at residence, cell phone expenses etc. including such other perquisites as

the NRC may approve for enabling the Executive Directors to discharge their duties besides statutory contributions to Provident Fund/Superannuation Fund, Gratuity etc.

b) Variable Remuneration:

The Executive Directors' receive Variable Remuneration keeping the performance of the Company in sight. The level of Variable Remuneration to be paid out is dependent upon the degree to which the Company achieves its targets. This Performance Related Payment/Annual Bonus is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of NRC, subject to overall ceilings stipulated in the Companies Act, 2013. All Executive Directors, other than Promoter-Directors, are also eligible to receive Stock Options.

The ceiling on perquisites and allowances as a percentage of Salary is fixed by the Board. Within the prescribed ceiling, the perquisites package is approved by NRC.

2.2. NON-EXECUTIVE/INDEPENDENT DIRECTOR'S REMUNERATION:

The Committee is responsible for providing advice to the Board with respect to the Non-Executive/Independent Directors' Remuneration. The remuneration package of the Non-executive/Independent Directors is structured in consonance with the existing industry practice and is fee based, which may be reviewed at regular intervals, subject to maximum that may be permissible under the provisions of the Companies Act, 2013.

The Non-executive/Independent Directors' fee for attending each meeting of the Board or the committee(s) thereof are as follows:

Type of the Meeting	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholders' Relationship Committee Meeting	CSR Committee Meeting	Strategic Review Meeting
Amount Payable (Rs.)	100,000	75,000	50,000	50,000	50,000	50,000

The Independent Directors are also paid by way of commission, as approved by the Shareholders subject to the maximum allowed under the provisions of the Companies Act, 2013. In terms of the shareholders' approval obtained at the AGM, the Commission is paid at a rate not exceeding 1% per annum of the profits of the Company.

The proposal of payment of Commission to Independent Directors is placed before the Board. Total commission payable to Independent Directors is divisible into two parts – Fixed & Variable. The Commission is distributed on the basis of their attendance and contribution at the Board and certain Committee Meetings as well as time spent on for the Company other than at the meetings. The table below gives the parameters on which the Commission is payable.

Fixed Commission (Rs.)	Variable Commission based on attendance at the various meetings (Rs.)		
	Attendance \geq 50%	Attendance \geq 75%	100% Attendance
5,50,000	1,50,000	2,00,000	4,50,000

3. REMUNERATION OF KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT:

The Company believes that a combination of fixed and performance based payment to the Key Managerial Personnel and other Senior Management Executives (the “Executives”) helps to ensure that the Company can attract, retain and motivate its Executives. At the same time, the Executives are given an incentive to create shareholders value through incentive based payment.

The Executives are employed under an Employment agreement as per the Criteria laid down by the Board. NRC submits proposals related to the remuneration of Executives after taking into consideration the following items:

- (a) Employment scenario;
- (b) Remuneration packages in the industry; and
- (c) Remuneration package of the managerial talent of other industries.

The total remuneration package of Executives consists of the following:

a) Fixed Salary:

The Executive’s fixed salary shall be competitive and based on the Individual Executive’s responsibilities and performance.

b) Variable Salary:

The Executives may receive variable salaries in addition to fixed salaries. The variable salary may be based on inter-alia the performance of the Company as a whole or the performance of respective business verticals where the Executive is employed. The performance will be related to the fulfilment of various improvement targets or the attainment of certain financial objectives. Such targets shall be set by the Board and may relate, inter-alia, to the operating income, operating margin or cash flow.

c) Share Options:

There is an Employees Stock Option Plan 2015 in the form of Stock Appreciation Rights (SARs)/ Restricted Stock Units (RSUs) and flexible pricing of ESOP/SAR Grants (“Options”) in place for Employees of the Company. The focus of said Stock Option Plan is to reward employees for their past performance and association with the Company, as well as to attract, retain, reward and motivate Employees to contribute to the growth and profitability of the Company.

The specific Employees to whom the Options would be granted and their eligibility criteria would be determined by the Board and/or NRC. The Options granted would vest not less than one year and not later than six years from the date of grant of such Options. Vesting of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time. The specific vesting schedule and conditions subject to which the vesting would take place would be outlined in the communication given to the grantee at the time of grant. The exercise price shall be determined by NRC in line with SEBI guidelines and any other applicable guidelines but it shall not be lower than the face value of the shares.

d) Non-monetary benefits:

The Executives shall be entitled to customary non-monetary benefits as may be applicable to them as per Company policies. The extent of such non-monetary benefits is negotiated with each individual Executive.

e) Notice of Termination:

The contract of Employment with Executives can be terminated, normally by serving a written notice of 3 months by either side. The period of notice may vary for different employees keeping the business vertical they work in. There is no severance fee payment obligation on the Company on termination of contract of Employment whether voluntary or non-voluntary.

4. GENERAL:

- a) The power to interpret and administer the Policy shall rest with the CEO/Executive Vice-Chairman whose decision shall be subject to approval of the NRC Committee. Executive CEO/Vice-Chairman is also empowered to make any supplementary rules/orders to ensure effective implementation of the policy.
- b) This policy shall be applicable prospectively after the approval of the same by the Board of Directors.
- c) Any or all provisions of the Remuneration policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued by the Government, from time to time.
- d) The Company reserves the right to modify, add, delete or amend any of the provisions of this Policy.
- e) In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference shall be made to NRC. In all such matters, the interpretation and decision of the NRC shall be final.