

Date: May 27, 2022

1. **The Manager- Listing**
National Stock Exchange of India Limited
(Scrip Code: NAUKRI)
2. **The Manager- Listing**
BSE Limited
(Scrip Code: 532777)

Subject: Annual Secretarial Compliance Report for the FY ended March 31, 2022 under Reg 24A of SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018

Dear Sir/Madam,

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith "Annual Secretarial Compliance Report" of the Company for the year ended March 31, 2022 issued by M/s Chandrasekaran Associates, Company Secretaries, Secretarial Auditor of the Company.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For **Info Edge (India) Ltd.**



Jaya Bhatia
Company Secretary & Compliance Officer

Encl:A/a

**SECRETARIAL COMPLIANCE REPORT OF INFO EDGE (INDIA) LIMITED
FOR THE YEAR ENDED MARCH 31, 2022**

To,
The Board of Directors
M/s Info Edge (India) Limited
GF-12A, 94, Meghdoot Building,
Nehru Place, New Delhi-110019

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Info Edge (India) Limited. ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the year under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 prior to its repealment, to the extent applicable;
- (f) Securities and Exchange Board of (Issue and Listing of Non - Convertible Securities) Regulations, 2021 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 prior to its repealment; Not Applicable during the year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable during the year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

- (j) 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;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable.
- (l) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Stock Exchanges (BSE & NSE)	Non-Compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for late submission of voting results of the shareholders' meeting held on April 12, 2021 to consider & approve the scheme of	The penalty of Rs. 11,800/- each was imposed on the Company by NSE & BSE respectively via e-mail dated May 17, 2021	As confirmed by the company, the penalty of Rs. 11,800/- each was imposed on the Company for Non-Compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("LODR") by NSE & BSE respectively for late submission of voting results of the shareholders' meeting held on April 12, 2021 to consider & approve the scheme of Amalgamation



		<p>Amalgamation of Highorbit Careers Pvt. Ltd. with Info Edge (India) Ltd.</p>	<p>of Highorbit Careers Pvt. Ltd. with Info Edge (India) Ltd. The Company has duly paid the said penalty on May 31, 2021 subject to final disposal of an application made by the Company for waiver of the fine imposed. The Company has filed an application dated May 31, 2021 with NSE and BSE for dropping this penalty since it was impossible for the Company to comply with the requirements of LODR as the said Meeting of Equity Shareholders was held in accordance with the directions of the Hon'ble National Company Law Tribunal ("NCLT") and all disclosures were made by the Company within the NCLT-stipulated timelines and any perceived delay in compliance was only due to impossibility of compliance as the court appointed Chairperson's report was not available to the Company, making it impossible to disclose it. The Company had intimated the Voting Results to the Stock Exchanges on April 20, 2021, after receipt of the NCLT-appointed Chairperson's Report including voting results of the said Meeting on April 19, 2021 which is within 48 hours of receiving the same. Further, NSE had considered the waiver application filed by the Company favorably and refunded the penalty amount on October 22, 2021. However, response</p>
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				from BSE is still awaited.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.				

(e) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

For Chandrasekaran Associates
 Company Secretaries
 FRN: P1988DE002500
 Peer Review Certificate No. : 1428/2021

Rupesh Agarwal



Rupesh Agarwal
 Managing Partner
 Membership No. A16302
 Certificate of Practice No. 5673
 UDIN: A016302D000344058

Date: 18.05.2022
 Place: Delhi

Notes: Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2022 pertaining to Financial Year 2021-22.