

DISCLOSURE PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

Disclosures with respect to Info Edge Employee Stock Option Scheme, 2007 (“ESOP Scheme 2007”) & Employee Stock Option Scheme, 2015 (‘ESOP Scheme 2015’) of the Company pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2023 are as follows:

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the ‘Guidance note on accounting for employee share-based payments’ issued in that regard from time to time:

Shareholders may refer to the audited financial statements prepared as per Indian Accounting Standards (Ind-AS) for the FY23, forming part of the Annual Report of the Company.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Ind AS 33 - Earnings Per Share’ issued by Institute of Chartered Accountants of India (‘ICAI’) or any other relevant accounting standards as prescribed from time to time:

Consolidated diluted EPS after exceptional item and before exceptional item (net of tax & Deferred tax) for the FY23 is ₹ (8.34)/- and ₹ 31.08/- respectively calculated in accordance with Ind AS 33 - Earnings Per Share.

C. Details related to ESOP Scheme 2015 & 2007:

S. No.	Particulars	Details of Scheme	
		Scheme 2015	Scheme 2007
1(a)	Date of shareholders’ approval	April 16, 2016	Approved by Shareholders of the Company in Extra-ordinary General Meeting held on March 26, 2007 and amended by Shareholders of the Company by way of Postal Ballot on June 27, 2009.
(b)	Total number of options/ESOPs/SARs/RSUs/other Stock Based Instruments (hereinafter referred to as options) approved	40,00,000 (Forty Lac only) Options	17,00,000 (Seventeen Lac only) Options/ RSUs/ SARs/ Stock based Instruments to eligible employees of the company and its present and future subsidiaries under this scheme.
(c)	Vesting requirements	The Options vest over a maximum period of 5 (Five) years or such other shorter period as may be decided by the Nomination and Remuneration Committee (‘NRC’), subject to a minimum vesting period of 1 (One) year from the date of grant.	The Options vest over a maximum period of 6 (Six) years and minimum vesting period of 1 (One) year from the date of grant. As per Scheme, time can be extended by the Committee but shorter period cannot be allowed by the Committee.
(d)	Exercise price/SAR price/RSU price or pricing formula	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by NRC from time to time and shall be in conformity with the applicable	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by Compensation Committee from time to time and

		accounting policies, if any.	shall be in conformity with the applicable accounting policies, if any.
(e)	Maximum term of options/SARs/RSUs granted	The options granted by the Company so far has vesting period of up to 4 (four) years from the Grant date. The exercise period is up to 48 (forty eight) months from the Vesting date.	The options granted by the Company so far has vesting period of up to 6 (Six) years from the Grant date. The exercise period is 7 (Seven) Years from the date of grant of options. However, the Compensation Committee may fix a shorter exercise period in its absolute sole discretion for each individual grant entry
(f)	Source of shares (primary, secondary or combination)	Primary	Primary
(g)	Variation in terms of options	There has been no change in the terms as specified under the scheme. However, options are granted to employees with variation in vesting periods and performance parameters, as specified in the respective grant letters.	There has been no change in the terms as specified under the scheme. No Variation was made during the year to the terms of the Options/SARs granted to the Eligible Employees.
2	Method used to account for ESOP/SARs/RSUs - Intrinsic or Fair value	Fair Value	Fair Value
3	Where the company opts for expensing of the options/SARs using the intrinsic value of the options/SARs, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options/SARs shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	Not Applicable	Not Applicable

S. No.	Particulars	Aggregate Options	Detail of Options			
			SARs (Stock Appreciation Rights)		RSUs (Restricted Stock Units)	
			ESOP Scheme 2015	ESOP Scheme 2007	ESOP Scheme 2015	ESOP Scheme 2007
4	Option movement during the FY23					
(a)	Options outstanding at the beginning of the period	1,761,098	1,218,070	319,433	223,595	-
(b)	Options granted during the year	295,105	264,850	-	30,255	-
(c)	Options forfeited/ lapsed during the year	151,289	147,914	-	3,375	-

(d)	Options vested during the year	495,030	480,334	-	14,696	-
(e)	Options exercised during the year	414,270	92,008	319,433	2,829	-
(f)	Shares arising as a result of exercise of options	306,844	48,570	255,445	2,829	-
(g)	Money realized by exercise of options (INR), if scheme is implemented directly by the company	3,068,440	485,700	2,554,450	28,290	-
(i)	Loan repaid by the Trust during the FY23 from exercise price received	Not Applicable		-		-
(j)	Options outstanding as at the end of the year	1,490,644	1,242,998	-	247,646	-
(k)	Options exercisable at the end of the year	690,333	547,664		142,669	-
(l)	Method of settlement (whether in cash or equity)	Equity				
(m)	Choice of settlement (with the Company or the employee or a combination).	Choice of settlement is with the Company				
5	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	<p>Weighted-average exercise price of options granted during the year whose:</p> <ul style="list-style-type: none"> - Exercise price equals market price: ₹4,074.72/- - Exercise price is greater than market price: Nil - Exercise price is less than the market price: ₹1,821.16/- <p>Weighted-average fair value of options granted during the year whose:</p> <ul style="list-style-type: none"> - Exercise price equals market price: ₹1,788.17/- - Exercise price is greater than market price: Nil - Exercise price is less than the market price: ₹3,360.60/- 				
6	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to					
(a)	Key Managerial Personnel	Please refer Annexure-A				
(b)	Senior managerial personnel as defined under Regulation 16(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Please refer Annexure-B				
(c)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year	Please refer Annexure-C				

(d)	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil
7	A description of the method and significant assumptions used during the year to estimate the fair value of options :	
(a)	Weighted-average values of share price	₹ 4,166.86/-
(b)	Exercise Price	₹ 3,667.28/-
(c)	Expected Dividend (%)	0.31%
(d)	Expected volatility (%)	42.97%
(e)	Risk-free interest rate (%)	7.04%
(f)	Expected life of options	4.22years
(g)	Method used and assumptions made to incorporate the effects of expected early exercise	Not Applicable
(h)	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The measure of volatility used in the Black-Scholes Option pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. Each vest has been considered as a separate grant and the volatility for periods, corresponding to the expected lives of different vests, prior to the grant date, was considered. Volatility has been calculated based on the daily closing market price of the Company's stock price on National Stock Exchange of India Limited over the years.
(i)	"Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	The following factors have been considered: a) Share price b) Exercise prices c) Expected volatility d) Expected option life e) Dividend Yield f) Risk free interest rate

D. Details related to ESPS: Not Applicable

E. Details related to GEBS / RBS: Not Applicable

F. Details related to Trust (for administering ESOP Scheme 2015)

S. No.	Particulars	Details
1(a)	Name of the Trust	Info Edge Employees Stock Option Plan Trust
(b)	Details of the Trustee(s)	Mr. Ambarish Raghuvanshi, Mr. Vivek Aggarwal and Mr. Amitendra Singh Antal

(c)	Amount of loan disbursed by Company / any company in the group, during the Year	Nil
(d)	Amount of loan outstanding (repayable to company / any Company in the group) as at the end of the year	Nil
(e)	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
(f)	Any other contribution made to the Trust during the year	Nil
2	Brief details of transactions in shares by the Trust:	
2(a)	Number of shares held at the beginning of the year	78,674
(b)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	400,000 shares through primary issuance
(c)	Number of shares transferred to the employees/sold along with the purpose thereof	306,844 equity shares transferred pursuant to the exercise of ESOPs by the employees of the Company and its subsidiaries.
(d)	Number of shares held at the end of the year (a+b-c)	171,830

3. In case of secondary acquisition of shares by the Trust: Not Applicable

Annexure-A

Details of Options granted during the year to Key Managerial Personnel

Sr no	Employee Name	Designation	Type Of Grants	Options Granted	Exercise Price
1	Sanjeev Bikhchandani*	Founder & Executive Vice-Chairman	-	-	-
2	Hitesh Oberoi*	Managing Director & CEO	-	-	-
3	Chintan Thakkar	Whole-time Director & CFO	RSUs	5,005	10.00
			SARs	5,550	3,510.20
4	Jaya Bhatia	Company Secretary	SARs	-	-

*Mr. Sanjeev Bikhchandani and Mr. Hitesh Oberoi, also being Founder/Promoters of the Company are not entitled to participate in the ESOP Scheme of the Company.

Annexure-B

Details of Options granted during the year to Senior Managerial Personnel

Sr No.	Employee Name	Designation	Type Of Grant	Options Granted	Exercise Price (in ₹)
1	Abhinav Katiyar	Executive Vice President Engineering - Shiksha	RSUs	1,000	10.00
2	Sharmeen Khalid	Chief Human Resources Officer	SARs	10,000	3,824.40

3	Roushan Bharti	Executive Vice President - Blue Ocean	RSUs	700	10.00
4	Rajesh Kumar Aggarwal	Executive Vice President - Finance	RSUs	450	10.00
5	Rishi Gupta	Executive Vice President Engineering - Jeevansathi	RSUs	450	10.00
6	Sumit Kumar Jaiswal	Executive Vice President Corporate Development	RSUs	700	10.00
7	Sumit Kumar Jaiswal	Executive Vice President Corporate Development	SARs	2,000	3,925.75
8	Pawan Goyal	Chief Business Officer - Naukri.com	Performance based SARs	50,000	3,868.55
9	Harpuneet Singh Rekhi	Executive Vice President Engineering	RSUs	550	10.00
10	Alok Vij	Executive Vice President & Head-IT	RSUs	900	10.00
11	Rinchan Gupta	Executive Vice President- User Experience & Design	SARs	5,000	4,049.95
12	Chintan Thakkar	Whole-time Director & CFO	RSUs	5,005	10.00
13	Chintan Thakkar	Whole-time Director & CFO	SARs	5,550	3,510.20

Annexure-C

Detail of employee who receives a grant of option amounting to 5% or more of option granted during the year

Sr No.	Employee Name	Designation	Type Of Grant	Options Granted	Exercise Price (in ₹)
1	Pawan Goyal	Chief Business Officer- Naukri.com	Performance based SARs	50,000	3,868.50