

**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, 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, 2024 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 FY24, 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 FY24 is ₹ 44.42/- and ₹ 52.96/- respectively calculated in accordance with Ind AS 33 - Earnings Per Share.

**C. Details related to ESOP Scheme 2015:**

S. No.	Particulars	Details of Scheme
<b>1(a)</b>	Date of shareholders' approval	April 16, 2016
<b>(b)</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
<b>(c)</b>	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.
<b>(d)</b>	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 accounting policies, if any.
<b>(e)</b>	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.
<b>(f)</b>	Source of shares (primary, secondary or combination)	Primary
<b>(g)</b>	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.
<b>2</b>	Method used to account for ESOP/SARs/RSUs - Intrinsic or Fair value	Fair Value
<b>3</b>	Where the company opts for	Not Applicable

	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
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S. No.	Particulars	Aggregate Options	Detail of Options	
			SARs (Stock Appreciation Rights)	RSUs (Restricted Stock Units)
<b>4</b>	Option movement during the FY24			
<b>(a)</b>	Options outstanding at the beginning of the period	1,490,644	1,242,998	247,646
<b>(b)</b>	Options granted during the year	24,243	23,200	1,043
<b>(c)</b>	Options forfeited/ lapsed during the year	108,710	106,490	2,220
<b>(d)</b>	Options vested during the year	453,452	364,566	88,886
<b>(e)</b>	Options exercised during the year	155,466	93,099	62,367
<b>(f)</b>	Shares arising as a result of exercise of options	114,397	52,030	62,367
<b>(g)</b>	Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,143,970	520,300	623,670
<b>(i)</b>	Loan repaid by the Trust during the FY24 from exercise price received	Not Applicable	-	-
<b>(j)</b>	Options outstanding as at the end of the year	<b>1,250,711</b>	10,66,609	184,102
<b>(k)</b>	Options exercisable at the end of the year	<b>808,591</b>	6,68,636	139,955
<b>(l)</b>	Method of settlement (whether in cash or equity)	Equity		
<b>(m)</b>	Choice of settlement (with the Company or the employee or a combination).	Choice of settlement is with the Company		
<b>5</b>	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	Weighted-average exercise price of options granted during the year whose: <ul style="list-style-type: none"> <li>- Exercise price equals market price: ₹4290.76/-</li> <li>- Exercise price is greater than market price: Nil</li> <li>- Exercise price is less than the market price: ₹10/-</li> </ul> Weighted-average fair value of options granted during the year whose:		

		<ul style="list-style-type: none"> <li>- Exercise price equals market price: ₹1,743.63/-</li> <li>- Exercise price is greater than market price: Nil</li> <li>- Exercise price is less than the market price: ₹3,825.33/-</li> </ul>
<b>6</b>	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to	
<b>(a)</b>	Key Managerial Personnel	Please refer Annexure-A
<b>(b)</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
<b>(c)</b>	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
<b>(d)</b>	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
<b>7</b>	A description of the method and significant assumptions used during the year to estimate the fair value of options :	
<b>(a)</b>	Weighted-average values of share price	₹4,466.11/-
<b>(b)</b>	Exercise Price	₹4,291.21/-
<b>(c)</b>	Expected Dividend (%)	0.47%
<b>(d)</b>	Expected volatility (%)	42.77%
<b>(e)</b>	Risk-free interest rate (%)	7.40%
<b>(f)</b>	Expected life of options	4.26years
<b>(g)</b>	Method used and assumptions made to incorporate the effects of expected early exercise	Not Applicable
<b>(h)</b>	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	171,830
(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	200,000 shares through primary issuance
(c)	Number of shares transferred to the employees/sold along with the purpose thereof	114,397 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)	257,433

**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**

<b>Sr no</b>	<b>Employee Name</b>	<b>Designation</b>	<b>Type Of Grants</b>	<b>Options Granted</b>	<b>Exercise Price</b>
1	Sanjeev Bikhchandani*	Founder & Executive Vice-Chairman	-	-	-
2	Hitesh Oberoi*	Managing Director & CEO	-	-	-
3	Pawan Goyal	Whole-time Director and Chief Business Officer-Naukri.com	- -	- -	- -
4	Chintan Thakkar	Whole-time Director & CFO	-	-	-
5	Jaya Bhatia	Company Secretary	-	-	-

\*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**

<b>Sr. No</b>	<b>Employee Name</b>	<b>Designation</b>	<b>Type Of Grant</b>	<b>Options Granted</b>	<b>Exercise Price (in ₹)</b>
1	Shail Gaurav	Executive Vice President – Marketing	RSUs	1,043	10.00
2	Arif Ismail Parker	Executive Vice President & Head Emerging Markets	SARs	3,000	4,268.60
3	Shailesh Chandra	Executive Vice President – Platform Enhancement	SARs	4,000	4,073.85
4	Manoj P	Executive Vice President & Head Strategic Businesses	SARs	5,000	4,268.60
5	Sumeet Singh	Chief Marketing Officer	SARs	5,000	4,073.85
6	Vineet Ranjan	Senior Vice President – Investor Relations	SARs	1,000	5,152.65

**Annexure-C**

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

<b>Sr. No</b>	<b>Employee Name</b>	<b>Designation</b>	<b>Type Of Grant</b>	<b>Options Granted</b>	<b>Exercise Price (in ₹)</b>
1	Arif Ismail Parker	Executive Vice President & Head Emerging Markets	SARs	3,000	4,268.60
2	Shailesh Chandra	Executive Vice President – Platform Enhancement	SARs	4,000	4,073.85
3	Manoj P	Executive Vice President & Head Strategic Businesses	SARs	5,000	4,268.60
4	Sumeet Singh	Chief Marketing Officer	SARs	5,000	4,073.85
5	Saurabh Mahajan	Executive Vice President Product Development	SARs	1,500	4,484.60
6	Bhupinder Singh	Executive Vice President	SARs	1,500	4,512.75