Info Edge (India) Limited

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

Effective Date October 01, 2014 Reviewed on June 22, 2020, May 26, 2023 & May 27, 2025

1. Introduction

The Board of Directors (the "Board") of Info Edge (India) Limited (the "Company") has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below. The Board may review and amend this policy from time to time.

The Policy for determining 'Material' subsidiary companies had been framed in accordance with the provisions of Clause 49 (V)(D) of the Listing Agreement and has been applicable to the Company effective 01 October 2014. The Policy has been updated in accordance with Regulation 16 (1) (c) and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"). Any subsequent amendment/modification in the listing regulations and/or other applicable laws in this regard shall automatically apply to this policy.

2. Policy Objective

To determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries.

3. Definitions

"Audit Committee or Committee" means "Audit Committee" constituted by the Board of Directors of the Company, from time to time, under provisions of Regulation 18 of Listing Regulations and section 177 of the Companies Act, 2013.

"Board of Directors" or "Board" means the Board of Directors of Info Edge (India) Ltd. ("IEIL/ Company"), as constituted from time to time.

"Independent Director" means a Director of the Company, not being a whole-time Director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Companies Act, 2013 and the Listing Regulations **"Policy"** means Policy on Determining Material Subsidiaries.

"Material Subsidiary" – A subsidiary shall be considered as material if:

a. the net worth of the subsidiary, exceeds 10 percent of the consolidated net worth of IEIL and its subsidiaries in the immediately preceding accounting year or,
b. if the turnover of the of the subsidiary, exceeds 10 percent of the consolidated turnover of IEIL and its subsidiaries in the immediately preceding accounting year

"Significant Transaction or Arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten per cent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

"Subsidiary" shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

4. Governance Framework

1. At least one Independent Director of the Company shall be a director on the Board of an unlisted material Subsidiary, whether incorporated in India or not only for the purposes of this provision, notwithstanding anything to the contrary contained in regulation 16 (1) (c), the term "material subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

2. The Audit Committee of Board of the Company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary Company.

3. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company.

4. The management of the Unlisted Subsidiary shall periodically bring to the notice of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements, if any, entered into by the unlisted subsidiary company.

5. The management of the Company shall present to the Audit Committee annually the list of such subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board including recommendation for appointment of Independent Director in the Material Subsidiary.

5. Disposal of Material Subsidiary

The Company, without the prior approval of the members by Special Resolution, shall not:

a. dispose shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty per cent; or
b. ceases the exercise of control over the Subsidiary; except in cases where such divestment is made under a scheme of arrangement duly approved by Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

c. sell, dispose or lease the assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

6. Disclosures

The Policy for determining material subsidiaries will be disclosed to the Stock Exchanges and in the Annual Report of the Company, as per the provisions of laws in force.

The policy shall also be uploaded on the website of the Company at www.infoedge.in.

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