

**Corporate Governance Report**

1. Name of Listed Entity: **Info Edge (India) Limited**  
 2. Quarter ending: **31-March-2023**

I. Composition of Board of Directors																				
Title (Mr./Ms)	Name of the Director	PAN & DIN	Disqualification of Directors under section 164 of the Companies Act, 2013					Current status	"Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]"	Date of passing special resolution	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-Appointment)	Date of cessation	Tenure of Director (in months)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1) of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1) of Listing Regulations]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
			Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification														
Mr.	Kapil Kapoor	■GIPK8588■ 00178966	No	NA	NA	NA	Active	NA	-	C & NED	01-10-02	26-08-22			06-08-64	2	1	3	1	
Mr.	Sanjeev Bikhchandani	■AGPB4511■ 00065640	No	NA	NA	NA	Active	NA	-	ED	01-05-95	27-04-21			29-06-63	2	0	2	1	
Mr.	Hitesh Oberoi	■AAR05383■ 01189953	No	NA	NA	NA	Active	NA	-	CEO & MD	25-05-01	27-04-21			05-06-72	1	0	0	0	
Mr.	Chintan Thakkar	■DXP10683■ 00678173	No	NA	NA	NA	Active	NA	-	ED & CFO	16-10-14	22-09-20			30-09-66	1	0	1	0	
Ms.	Bala C Deshpande#	■BXP04099■ 00020130	No	NA	NA	NA	Active	NA	-	NED	06-09-05	01-04-22	31.03.23		15-04-66	1	0	1	0	
Mr.	Saurabh Srivastava^	■BEP53591■ 00380453	No	NA	NA	NA	Active	Yes	22-09-20	ID	12-06-06	01-04-19	31.03.23	108	04-03-46	3	3	4	1	

Mr.	Naresh Gupta <sup>^</sup>	AFAPG6939D 00172311	No	NA	NA	NA	Active	NA	-	ID	29-10-07	01-04-19	31-03-23	108	20-09-66	2	2	2	0
Mr.	Sharad Malik	NNMPM0739R 07045964	No	NA	NA	NA	Active	NA	-	ID	16-12-14	16-12-19	15-12-24	99	01-12-63	1	1	1	0
Mr.	Ashish Gupta	ANMPS4579R 00521511	No	NA	NA	NA	Active	NA	-	ID	21-07-17	21-07-22	20-07-26	68	18-12-66	2	2	1	0
Ms.	Geeta Mathur	AAKPM7380D 02139552	No	NA	NA	NA	Active	NA	-	ID	28-05-19	28-05-19	27-05-24	46	21-11-66	7	7	9	5
Ms.	Aruna Sundararajan <sup>§</sup>	NIYPS4648E 03523267	No	NA	NA	NA	Active	NA	-	ID	11-02-23	11-02-23	10-02-28	1	12-07-59	2	2	3	0
Mr.	Arindam Bhattacharya <sup>§</sup>	AAEPB4416E 01570746	No	NA	NA	NA	Active	NA	-	ID	11-02-23	11-02-23	10-02-28	1	04-03-62	3	3	3	0

\*For calculating No. of post of Chairperson in Audit/Stakeholder Committee, we are considering both listed and unlisted public entities, as mentioned in Regulation 26(1) of Listing Regulations and FAQs.

#Ms. Bala C Deshpande will continue as a Non-Executive Director from April 1, 2023 till August 12, 2023 on the Board of the Company, after expiry of her present tenure on March 31, 2023 pursuant to shareholders resolution passed on March 30, 2023 by way of Postal Ballot.

^Mr. Saurabh Srivastava and Mr. Naresh Gupta had ceased to be Independent Directors of the Company w.e.f. March 31, 2023 upon completion of their second term tenure as Independent Director. Further, they will continue to serve as Non-Executive Directors on the Board of the Company w.e.f. April 01, 2023 till August 12, 2023 pursuant to shareholders resolution passed on March 30, 2023 by way of Postal Ballot.

§ Ms. Aruna Sundararajan and Mr. Arindam Kumar Bhattacharya were appointed as Non-Executive, Independent Directors for a period of 5 (five) years w.e.f. February 11, 2023. Their appointment has also been approved by the shareholders by way of Postal Ballot on March 30, 2023.

Company Remarks-	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

<b>II. Composition of Committees</b>							
<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/ Executive/Non-Executive /independent/ Nominee)</b>	<b>DIN Number</b>	<b>Chairperson/ Membership</b>	<b>Date of Appointment In Committee</b>	<b>Date of Cessation</b>	<b>Remarks</b>
<b>1. Audit Committee</b>	Geeta Mathur	ID	02139552	Chairperson	13-August-2019	-	-
	Saurabh Srivastava	ID	00380453	Member	19-January-2015	31-03-2023	
	Naresh Gupta	ID	00172311	Member	19-January-2015	31-03-2023	
	Sharad Malik	ID	07045964	Member	19-January-2015	-	
	Arindam Kumar Bhattacharya*	ID	01570746	Member	01-April-2023	-	
Whether Regular chairperson appointed- Yes * Mr. Arindam Kumar Bhattacharya has been appointed as a member of Audit Committee w.e.f. April 1, 2023 by the Board of Directors of the Company.							
<b>2. Nomination &amp; Remuneration Committee</b>	Saurabh Srivastava	ID	00380453	Chairperson	21-January-2014	31-03-2023	-
	Sharad Malik*	ID	07045964	Chairperson	01-April-2023	-	
	Kapil Kapoor	C & NED	00178966	Member	21-January-2014	-	
	Ashish Gupta	ID	00521511	Member	01-April-2022	-	
Whether Regular chairperson appointed- Yes *Mr Sharad Malik has been appointed as a member & Chairperson of Nomination & Remuneration Committee w.e.f. April 1, 2023 by the Board of Directors of the Company.							
<b>3. Risk Management Committee</b>	Geeta Mathur	ID	02139552	Chairperson	01-April-2021	-	-
	Chintan Thakkar	ED	00678173	Member	16-March-2015	-	
	Sanjeev Bikhchandani	ED	00065640	Member	16-March-2015	-	
	Hitesh Oberoi	ED	01189953	Member	16-March-2015	-	
	Ashish Gupta	ID	00521511	Member	01-April-2021	-	
Whether Regular chairperson appointed- Yes							
<b>4. Stakeholders Relationship Committee</b>	Kapil Kapoor	C & NED	00178966	Chairperson	16-October-2014	-	-
	Naresh Gupta	ID	00172311	Member	01-April-2022	31-03-2023	
	Aruna Sundararajan*	ID	03523267	Member	01-April-2023	-	
	Chintan Thakkar	ED	00678173	Member	16-October-2014	-	
Whether Regular chairperson appointed- Yes * Ms. Aruna Sundararajan has been appointed as a member of Stakeholders Relationship Committee w.e.f. April 1, 2023 by the Board of Directors of the Company.							

<b>5. Corporate Social Responsibility Committee</b>	Saurabh Srivastava	ID	00380453	Chairperson	16-October-2014	31-03-2023	-
	Geeta Mathur*	ID	02139552	Chairperson	01-April-2023	-	
	Sanjeev Bikhchandani	ED	00065640	Member	16-October-2014	-	
	Hitesh Oberoi	ED	01189953	Member	16-October-2014	-	
	Chintan Thakkar	ED	00678173	Member	16-October-2014	-	
Whether Regular chairperson appointed- Yes							
*Ms. Geeta Mathur has been appointed as a member & Chairperson of Corporate Social Responsibility Committee w.e.f. April 1, 2023 by the Board of Directors of the Company.							

### III. Meeting of Board of Directors

Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Notes for not providing Date*	Whether requirement of Quorum met (Yes/No)*	Total Number of Directors as on date of the meeting*	Number of Directors Present* – All directors including Independent Directors#	Number of independent directors attending the meeting**
03-October-2022						
11-November-2022						
20-December-2022						
05-January-2023	15		Yes	10	9	4
06-January-2023^						
18-January-2023	11		Yes	10	7	4
20-January-2023	1		Yes	10	10	5
10-February-2023	20		Yes	10	9	4
21-February-2023	10		Yes	12	11	7

\*Attendance details of Current Quarter meeting(s).

#To be filled in only for the current quarter meeting(s)

^Board meeting held on January 05, 2023 was adjourned and reconvened on January 06, 2023.

IV. Meeting of Committees									
Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings in number of days	Name of other Committee	Reason for not providing date	Whether requirement of Quorum met	Total Number of Directors in the committee as on date of the meeting	Number of Directors Present- – All directors including Independent Directors*	No of Independent Directors' attending the meeting*	Number of members attending the meeting (other than Board of Directors)
Audit Committee	03-October-2022 03-November-2022 08-November-2022 11-November-2022^ 20-December-2022 05-January-2023 06-January-2023^ 18-January-2023 20-January-2023 10-Februray-2023 21-Februrary-2023 30-March-2023	15 11 1 20 10 36	NA	NA	Yes Yes Yes Yes Yes Yes	4 4 4 4 4 4	4 4 4 4 4 4	4 4 4 4 4 4	0 0 0 0 0 0
Stakeholders' Relationship Committee	11-November-2022 10-February-2023	90	NA	NA	Yes	3	3	1	0
Nomination & Remuneration Committee	11-November-2022 20-December-2022 20-January-2023 10-Februray-2023 21-Februrary-2023	30 20 10	NA NA NA	NA NA NA	Yes Yes Yes	3 3 3	3 2 3	2 1 2	0 0 0
Corporate Social Responsibility Committee	11-November-2022 10-Februray-2023	90	NA	NA	Yes	4	4	1	0
Risk Management Committee	08-October-2022 31-March-2023	173	NA	NA	Yes	5	5	2	0

\*Attendance details of Current Quarter meeting(s).

^Audit Committee meeting held on November 08, 2022 was adjourned and reconvened on November 11, 2022 and meeting held on January 5, 2023 was adjourned and reconvened on January 6, 2023.

## V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA*	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

\*During the FY 2022-23, the Shareholders approval was obtained for Material Related Party Transactions on May 21, 2022 vide Postal Ballot dated April 15, 2022.

## VI. Affirmations

<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee : <b>Yes</b></p> <p>b. Nomination &amp; Remuneration Committee : <b>Yes</b></p> <p>c. Stakeholders Relationship Committee : <b>Yes</b></p> <p>d. Risk Management Committee : <b>Yes</b></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. <b>Yes</b></p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here:</p> <p>The report for the previous quarter i.e. December 31, 2022 was placed before the Board in its meeting held on February 10, 2023. The Board took due note of the same.</p> <p>The current report shall be placed before the Board in its next quarterly meeting.</p>
--



Name : **Jaya Bhatia**  
Designation : **Company Secretary & Compliance Officer**

Date: **21.04.2023**  
Place: **Noida**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>S.No</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Web address</b>
1.	Details of business	Yes	<a href="https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations">https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations</a>
2.	Terms and conditions of appointment of independent directors	Yes	<a href="https://www.infoedge.in/pdfs/terms-and-conditions-of-appointment-of-independent-directors.pdf">https://www.infoedge.in/pdfs/terms-and-conditions-of-appointment-of-independent-directors.pdf</a>
3.	Composition of various committees of board of directors	Yes	<a href="https://www.infoedge.in/InvestorRelations/CorporateGovernance_CBC">https://www.infoedge.in/InvestorRelations/CorporateGovernance_CBC</a>
4.	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.infoedge.in/pdfs/code-of-ethics.pdf">https://www.infoedge.in/pdfs/code-of-ethics.pdf</a>
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.infoedge.in/InvestorRelations/CorporateGovernance_WBP">https://www.infoedge.in/InvestorRelations/CorporateGovernance_WBP</a>
6.	Criteria of making payments to non-executive directors	Yes	<a href="https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations">https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations</a>
7.	Policy on dealing with related party transactions	Yes	<a href="https://www.infoedge.in/pdfs/Related-Party-Transaction-Policy.pdf">https://www.infoedge.in/pdfs/Related-Party-Transaction-Policy.pdf</a>
8.	Policy for determining 'material' subsidiaries	Yes	<a href="https://www.infoedge.in/pdfs/Policy-Material-Subsidiaries.pdf">https://www.infoedge.in/pdfs/Policy-Material-Subsidiaries.pdf</a>
9.	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.infoedge.in/InvestorRelations/CorporateGovernance#A11">https://www.infoedge.in/InvestorRelations/CorporateGovernance#A11</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.infoedge.in/InvestorRelations/Investor_Services_ic">https://www.infoedge.in/InvestorRelations/Investor_Services_ic</a>
11.	email address for grievance redressal and other relevant details	Yes	<a href="https://www.infoedge.in/InvestorRelations/Investor_Services_ic">https://www.infoedge.in/InvestorRelations/Investor_Services_ic</a>
12.	Financial results	Yes	<a href="https://www.infoedge.in/InvestorRelations/financial_Standalone">https://www.infoedge.in/InvestorRelations/financial_Standalone</a>
13.	Shareholding pattern	Yes	<a href="https://www.infoedge.in/InvestorRelations/Report_Filings_Quarterly_Report">https://www.infoedge.in/InvestorRelations/Report_Filings_Quarterly_Report</a>
14.	Details of agreements entered into with the media companies and/or their associates	Not Applicable	

15.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement">https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement</a>
16.	New name and the old name of the listed entity	Not Applicable	
17.	Advertisements as per Regulation 47 (1)	Yes	<a href="https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement">https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement</a>
18.	Credit ratings or revision in credit rating obtained	Not Applicable	
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.infoedge.in/InvestorRelations/financial_consol">https://www.infoedge.in/InvestorRelations/financial_consol</a>
20.	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations">https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations</a>
21.	Materiality policy as per Regulation 30	Yes	<a href="https://www.infoedge.in/pdfs/determining-materiality.pdf">https://www.infoedge.in/pdfs/determining-materiality.pdf</a>
22.	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.infoedge.in/pdfs/Dividend-Policy.pdf">https://www.infoedge.in/pdfs/Dividend-Policy.pdf</a>
23.	It is certified that these contents on the website of the listed entity are correct	Yes	<a href="http://www.infoedge.in/">http://www.infoedge.in/</a>

<b>II Annual Affirmations</b>			
<b>S.No.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
1	<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
2.	<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
3.	<i>Meeting of Board of directors</i>	17(2)	Yes
4.	<i>Quorum of Board Meeting</i>	17(2A)	Yes
5.	<i>Review of Compliance Reports</i>	17(3)	Yes
6	<i>Plans for orderly succession for appointments</i>	17(4)	Yes
7.	<i>Code of Conduct</i>	17(5)	Yes
8.	<i>Fees/compensation</i>	17(6)	Yes
9.	<i>Minimum Information</i>	17(7)	Yes
10	<i>Compliance Certificate</i>	17(8)	Yes
11.	<i>Risk Assessment &amp; Management</i>	17(9)	Yes



12.	<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
13.	<i>Recommendation of Board</i>	17(11)	Yes
14.	<i>Maximum number of Directorships</i>	17A	Yes
15.	<i>Composition of Audit Committee</i>	18(1)	Yes
16.	<i>Meeting of Audit Committee</i>	18(2)	Yes
17.	<i>Composition of Nomination &amp; Remuneration committee</i>	19(1) & (2)	Yes
18.	<i>Quorum of Nomination &amp; Remuneration committee meeting</i>	19(2A)	Yes
19.	<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
20.	<i>Composition of Stakeholder Relationship Committee</i>	20(1) , 20(2) & 20 (2A)	Yes
21.	<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	Yes
22.	<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
23.	<i>Meeting of Risk Management Committee</i>	21 (3A)	Yes
24.	<i>Vigil Mechanism</i>	22	Yes
25.	<i>Policy for Related Party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
26.	<i>Prior or Omnibus approval of Audit Committee for all Related Party Transactions</i>	23(2), (3)	Yes
27.	<i>Approval for material Related Party Transactions</i>	23(4)	Yes
28.	<i>Disclosure of Related Party Transactions on consolidated basis</i>	23(9)	Yes
29.	<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
30.	<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes

31.	<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
32.	<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
33.	<i>Maximum Tenure</i>	25(2)	Yes
34.	<i>Meeting of Independent Directors</i>	25(3) & (4)	Yes
35.	<i>Familiarization of Independent Directors</i>	25(7)	Yes
36.	<i>Declaration from Independent Directors</i>	25(8) & (9)	Yes
37.	<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Yes
38.	<i>Memberships in Committees</i>	26(1)	Yes
39.	<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
40.	<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
41.	<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name :  Jaya Bhatia  
Designation : Company Secretary & Compliance Officer

Date: 21.04.2023  
Place: Noida

**Annexure IV**

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to: **Not Applicable**

<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: **Not Applicable**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: **Not Applicable**

<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. Not Applicable

**Name** : **Jaya Bhatia**  
**Designation** : **Company Secretary & Compliance Officer**

**Date:** 21.04.2023  
**Place:** Noida