

## Corporate Governance Report

1. Name of Listed Entity: **Info Edge (India) Limited**

2. Quarter ending: **30-September-2023**

<b>I. Composition of Board of Directors</b>																				
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 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	AGPK958800178966	No	NA	NA	NA	Active	NA	-	C & NED	01-10-2002	01-10-2002			06-08-1964	2	1	3	1	
Mr.	Sanjeev Bikhchandani	AAGPR4311100065640	No	NA	NA	NA	Active	NA	-	ED	01-05-1995	27-04-2021			29-06-1963	2	0	2	1	
Mr.	Hitesh Oberoi	AAPO535301189953	No	NA	NA	NA	Active	NA	-	CEO & MD	25-05-2001	27-04-2021			05-06-1972	1	0	0	0	
Mr.	Chintan Thakkar	CXPT0683000678173	No	NA	NA	NA	Active	NA	-	ED & CFO	16-10-2014	16-10-2019			30-09-1966	1	0	1	0	
Mr.	Pawan Goyal	ADRG4174007614990	No	NA	NA	NA	Active	NA	-	ED	30-04-2023	30-04-2023			22-12-1970	1	0	0	0	
Ms.	Bala C Deshpande <sup>s</sup>	BXPD4099A00020130	No	NA	NA	NA	Active	NA	-	NED	06-09-2005	01-04-2023	12-08-2023		15-04-1966	2	1	1	0	
Mr.	Saurabh Srivastava <sup>s</sup>	BEPS3593000380453	No	NA	NA	NA	Active	Yes	30-03-2023	NED	12-06-2006	01-04-2023	12-08-2023		04-03-1946	3	2	3	1	

Mr.	Naresh Gupta <sup>§</sup>	AFAPG6539L 00172311	No	NA	NA	NA	Active	NA	-	NED	29-10-2007	01-04-2023	12-08-2023		20-09-1966	2	1	0	0
Mr.	Sharad Malik	ANMPM0739R 07045964	No	NA	NA	NA	Active	NA	-	ID	16-12-2014	16-12-2019		105.14	01-12-1963	1	1	1	0
Mr.	Ashish Gupta	AHERG4579L 00521511	No	NA	NA	NA	Active	NA	-	ID	21-07-2017	21-07-2022		74.09	18-12-1966	1	1	0	0
Ms.	Geeta Mathur	AAKPM7380D 02139552	No	NA	NA	NA	Active	NA	-	ID	28-05-2019	28-05-2019		52.02	21-11-1966	7	7	9	5
Ms.	Aruna Sundararajan	ALYES4648L 03523267	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023		7.19	12-07-1959	3	3	5	0
Mr.	Arindam Bhattacharya	AEPBS4416L 01570746	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023		7.19	04-03-1962	4	4	6	0
Mr	Sanjiv Sachar	AAAPS9469L 02013812	No	NA	NA	NA	Active	NA		ID	15-07-2023	15-07-2023		2.15	04-10-1957	2	2	0	0

\* For calculating No. of post of Chairperson in Audit/Stakeholder Committee, we are considering listed companies, unlisted public companies and deemed public companies as mentioned in Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and FAQs.

§ Ms. Bala C Deshpande, Mr. Saurabh Srivastava and Mr. Naresh Gupta continued as Non-Executive (Non-Independent) Directors from April 1, 2023 till August 12, 2023 on the Board of the Company, pursuant to shareholder's resolution passed on March 30, 2023 by way of Postal Ballot. The details reported in Annexure-1 for the aforementioned Directors are as on August 12, 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</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	-	-
	Sharad Malik	ID	07045964	Member	19-January-2015	-	
	Arindam Kumar Bhattacharya	ID	01570746	Member	01-April-2023	-	
Whether Regular chairperson appointed- Yes							
<b>2. Nomination &amp; Remuneration Committee</b>	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							
<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	-	-
	Aruna Sundararajan	ID	03523267	Member	01-April-2023	-	
	Chintan Thakkar	ED	00678173	Member	16-October-2014	-	
Whether Regular chairperson appointed- Yes							
<b>5. Corporate Social Responsibility Committee</b>	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							

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**
26-May-2023			Yes	13	13	5
11-Aug-2023	76	-	Yes	14	14	6

\*Attendance details of Current Quarter meeting(s).  
#To be filled in only for the current quarter meeting(s).

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	18-April-2023		NA	NA	Yes	3	3	3	0
	26-May-2023		NA	NA	Yes	3	3	3	0
	11-Aug-2023	76	NA	NA	Yes	3	3	3	0
Stakeholders' Relationship Committee	26-May-2023		NA	NA	Yes	3	3	1	0
	11-Aug-2023	76	NA	NA	Yes	3	3	1	0
Nomination & Remuneration Committee	26-May-2023		NA	NA	Yes	3	3	2	0
	11-Aug-2023	76	NA	NA	Yes	3	3	2	0
Corporate Social Responsibility Committee	26-May-2023		NA	NA	Yes	4	4	1	0
	11-Aug-2023	76	NA	NA	Yes	4	4	1	0
Risk Management Committee	31-07-2023		NA	NA	Yes	5	5	2	0

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

## 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

## Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of event	NA
Brief details of event	NA

## VI. Affirmations

<ol style="list-style-type: none"><li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></li><li>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015<ol style="list-style-type: none"><li>a. Audit Committee : <b>Yes</b></li><li>b. Nomination &amp; Remuneration Committee : <b>Yes</b></li><li>c. Stakeholders Relationship Committee : <b>Yes</b></li><li>d. Risk Management Committee : <b>Yes</b></li></ol></li><li>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></li><li>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></li><li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. <b>Yes</b></li><li>6. Any comments/observations/advice of Board of Directors may be mentioned here:</li></ol>
The report for the previous quarter i.e. June 30, 2023 was placed before the Board in its meeting held on August 11, 2023. The Board took due note of the same. The current report shall be placed before the Board in its next quarterly meeting.

**Name** : Chintan Thakkar  
**Designation** : Whole-time Director & CFO  
**Date** : October 20, 2023  
**Place** : Noida

**Annexure III**

<b>III. Affirmations</b>				
<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

**Name** : Chintan Thakkar  
**Designation** : Whole-time Director & CFO  
  
**Date** : October 20, 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** : **Chintan Thakkar**  
**Designation** : **Whole-time Director & CFO**  
**Date** : **October 20, 2023**  
**Place** : **Noida**