

Corporate Governance Report

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

2. Quarter ending: **31-December-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 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	AGPK9588H00178966	No	NA	NA	NA	Active	NA	-	C & NED	01-10-2002	01-10-2002			06-08-1964	2	1	3	1	
Mr.	Sanjeev Bikhchandani	AGPR4511K00065640	No	NA	NA	NA	Active	NA	-	ED	01-05-1995	27-04-2021			29-06-1963	2	0	2	1	
Mr.	Hitesh Oberoi	AGPS2522H01189953	No	NA	NA	NA	Active	NA	-	CEO & MD	25-05-2001	27-04-2021			05-06-1972	1	0	0	0	
Mr.	Chintan Thakkar	CXPT0683H00678173	No	NA	NA	NA	Active	NA	-	ED & CFO	16-10-2014	16-10-2019			30-09-1966	1	0	1	0	
Mr.	Pawan Goyal	AGRG4174H07614990	No	NA	NA	NA	Active	NA	-	ED	30-04-2023	30-04-2023			22-12-1970	1	0	0	0	
Mr.	Sharad Malik	AGPM0739H07045964	No	NA	NA	NA	Active	NA	-	ID	16-12-2014	16-12-2019		108.15	01-12-1963	1	1	1	0	
Mr.	Ashish Gupta	AGPE5479H00521511	No	NA	NA	NA	Active	NA	-	ID	21-07-2017	21-07-2022		77.10	18-12-1966	1	1	0	0	

Ms.	Geeta Mathur	██████████ 02139552	No	NA	NA	NA	Active	NA	-	ID	28-05-2019	28-05-2019		55.03	21-11-1966	7	7	10	5
Ms.	Aruna Sundararajan	██████████ 03523267	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023		10.20	12-07-1959	3	3	4	0
Mr.	Arindam Bhattacharya	██████████ 01570746	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023		10.20	04-03-1962	4	4	6	0
Mr	Sanjiv Sachar	██████████ 02013812	No	NA	NA	NA	Active	NA		ID	15-07-2023	15-07-2023		5.16	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.

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

II. Composition of Committees*							
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/Non-Executive /independent/ Nominee)	DIN	Chairperson/ Membership	Date of Appointment In Committee	Date of Cessation	Remarks
1. Audit Committee	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							
2. Nomination & Remuneration Committee	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							
3. Risk Management Committee	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	-	
	Arindam Kumar Bhattacharya*	ID	01570746	Member	08-November-2023		
Whether Regular chairperson appointed- Yes							
<i>*Mr. Arindam Kumar Bhattacharya-Non-Executive-Independent Director has been appointed as a member of Risk Management Committee w.e.f. November 8, 2023.</i>							
4. Stakeholders Relationship Committee	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							
5. Corporate Social Responsibility Committee	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							

*Note:

1. Mr. Sanjiv Sachar, Non-Executive - Independent Director of the Company is inducted as the member of Audit Committee and Nomination & Remuneration Committee of the Company w.e.f. January 1, 2024.
2. Ms. Aruna Sundararajan, Non-Executive - Independent Director of the Company is appointed as the Chairperson of Stakeholders' Relationship Committee of the Company w.e.f. January 1, 2024.
3. Mr. Kapil Kapoor, Non-Executive - Non-Independent Director of the Company ceased as the Chairperson of Stakeholders' Relationship Committee of the Company and continues as the member of the committee w.e.f. January 1, 2024.

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**
11-Aug-2023			Yes	14	14	6
07-Nov-2023	87	-	Yes	11	10	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	11-Aug-2023		NA	NA	Yes	3	3	3	0
	07-Nov-2023	87	NA	NA	Yes	3	3	3	0
Stakeholders' Relationship Committee	11-Aug-2023		NA	NA	Yes	3	3	1	0
	07-Nov-2023	87	NA	NA	Yes	3	3	1	0
Nomination & Remuneration Committee	11-Aug-2023		NA	NA	Yes	3	3	2	0
	07-Nov-2023	87	NA	NA	Yes	3	3	2	0
Corporate Social Responsibility Committee	11-Aug-2023		NA	NA	Yes	4	4	1	0
	07-Nov-2023	87	NA	NA	Yes	4	4	1	0

*Attendance details of Current Quarter meeting(s).

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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">1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015<ol style="list-style-type: none">a. Audit Committee : Yesb. Nomination & Remuneration Committee : Yesc. Stakeholders Relationship Committee : Yesd. Risk Management Committee : Yes3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes4. 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. Yes5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes6. Any comments/observations/advice of Board of Directors may be mentioned here: <p>The report for the previous quarter i.e. September 30, 2023 was placed before the Board in its meeting held on November 7, 2023. The Board took due note of the same. The current report shall be placed before the Board in its next quarterly meeting.</p>
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Name : **Jaya Bhatia**
Designation : **Company Secretary & Compliance Officer**

Date : **January 18, 2024**
Place : **Noida**