Corporate Governance Report

1. Name of Listed Entity: Info Edge (India) Limited 2. Quarter ending: 31-March-2024

I. Co	mposition of Bo	ard of Directors																	
					of Director Companie														
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Whether the director is disqualif ed?	Date of disqu	End Date of disqualific ation	of	Current status	"Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulatio ns]"	Date of passing special resolutio n	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Initial Date of Appointme nt	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)*
Mr.	Kapil Kapoor	AGIPK8588K 00178966	No	NA	NA	NA	Active	NA	-	C & NED	01-10-2002	01-10-2002			06-08-1964	2	1	3	0
Mr.	Sanjeev Bikhchandani	AAGPB4511R 00065640	No	NA	NA	NA	Active	NA	-	ED	01-05-1995	27-04-2021			29-06-1963	2	0	2	1
Mr.	Hitesh Oberoi	AAAPO5353J 01189953	No	NA	NA	NA	Active	NA	-	CEO & MD	25-05-2001	27-04-2021			05-06-1972	1	0	0	0
Mr.	Chintan Thakkar	ACXPT0683P 00678173	No	NA	NA	NA	Active	NA	-	ED & CFO	16-10-2014	16-10-2019			30-09-1966	1	0	1	0
Mr.	Pawan Goyal	AIOPG4174H 07614990	No	NA	NA	NA	Active	NA	-	ED	30-04-2023	30-04-2023			22-12-1970	1	0	0	0
Mr.	Sharad Malik	ANMPM0739R 07045964	No	NA	NA	NA	Active	NA	-	ID	16-12-2014	16-12-2019		111.15	01-12-1963	1	1	1	0
Mr.	Ashish Gupta	AHEPG4579R 00521511	No	NA	NA	NA	Active	NA	-	ID	21-07-2017	21-07-2022		80.10	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	58.03	21-11-1966	7	7	10	5
Ms.	Aruna Sundararajan	AIYPS4648E 03523267	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023	13.20	12-07-1959	3	3	4	1
Mr.	Arindam Bhattacharya	AEFPB4416C 01570746	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023	13.20	04-03-1962	4	4	6	0
Mr	Sanjiv Sachar	AAAPS9469B 02013812	No	NA	NA	NA	Active	NA		ID	15-07-2023	15-07-2023	8.16	04-10-1957	2	2	1	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		

lame of Committee	Name of	Category	DIN	Chairperson/	Date of Appointment	Date of Cessation	Remarks
	Committee	(Chairperson/		Membership	In Committee		
	Members	Executive/Non-		oborop	iii Gaiiiiiiiiii		
	Wellbers	Executive					
		/independent/					
		Nominee)					
. 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	-	
	Sanjiv Sachar*	ID	02013812	Member	01-Jan-2024	-	
	person appointed- Yes						
l. Nomination & Remuneration	Sharad Malik	ID	07045964	Chairperson	01-April-2023	-	
Committee	Kapil Kapoor	C & NED	00178966	Member	21-January-2014	-	
	Ashish Gupta	ID	00521511	Member	01-April-2022	-	
	Sanjiv Sachar*	ID	02013812	Member	01-Jan-2024	-	
Vhether Regular chair	person appointed- Yes	1			•		
s. 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	-	
	person appointed- Yes						
. Stakeholders	Aruna Sundararajan*	ID	03523267	Chairperson	01-April-2023	-	
Relationship	Kapil Kapoor*	C & NED	00178966	Member	16-October-2014		
ommittee	Chintan Thakkar	ED	00678173	Member	16-October-2014	-	
	person appointed- Yes		20100555	T 01 ·	0.4.4. " 0.000		
. Corporate Social	Geeta Mathur	ID	02139552	Chairperson	01-April-2023	-	
esponsibility ommittee	Sanjeev Bikhchandani	ED	00065640	Member	16-October-2014	-	
Ommittee	Hitesh Oberoi	ED	01189953	Member	16-October-2014	-	
	Chintan Thakkar	ED	00678173	Member	16-October-2014	_	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.

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.

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*#
07-Nov-2023			Yes	11	10	6
13-Feb-2024	97		Yes	11	10	5
18-Mar-2024	33		Yes	11	9	4
26-Mar-2024	7	-	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	07-Nov-2023		NA	NA	Yes	3	3	3	0
Committee	13-Feb-2024	97	NA	NA	Yes	4	4	4	0
	26-Mar-2024	41	NA	NA	Yes	4	4	4	0
Stakeholders'	07-Nov-2023		NA	NA	Yes	3	3	1	0
Relationship	12-Feb-2024	96	NA	NA	Yes	3	3	1	0
Committee									
Nomination &	07-Nov-2023		NA	NA	Yes	3	3	2	0
Remuneration	12-Feb-2024	96	NA	NA	Yes	4	3	2	0
Committee	23-Mar-2024	39	NA	NA	Yes	4	3	2	0
Corporate	07-Nov-2023		NA	NA	Yes	4	4	1	0
Social	12-Feb-2024	96	NA	NA	Yes	4	4	1	0
Responsibility Committee									

*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	-

Details of Cyber security incidence

Whether as per Regulation 27(2)(based breaches or loss of data or document	5 there has been cyber security incidents or	Yes	
Date of event	25-03-2024	Brief details of event	This incident relates to online real estate classified portal run through 99acres.com. The technical team of the Company along with specialized team of cyber security experts and management responded promptly and initiated necessary precautions and protocols to mitigate the impact of the incident.

VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
- 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee : Yes
 - b. Nomination & Remuneration Committee : Yes
 - c. Stakeholders Relationship Committee : Yes
 - d. Risk Management Committee : Yes
- 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. **Yes**
- 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. **Yes**
- 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes
- 6. Any comments/observations/advice of Board of Directors may be mentioned here:

The report for the previous quarter i.e. December 31, 2023 was placed before the Board in its meeting held on February 13, 2024. The Board took due note of the same. The current report shall be placed before the Board in its next quarterly meeting.

Name : Jaya Bhatia

Designation : Company Secretary & Compliance Officer

Date : April 19, 2024 Place : Noida

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

	I. Disclosure on website in terms of Listing Regulations		
S.No	ltem	Compliance status (Yes/No/NA)	Web address
1.	Details of business	Yes	https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations
2.	Terms and conditions of appointment of independent directors	Yes	https://www.infoedge.in/pdfs/terms-and-conditions-of-appointment-of-independent-directors.pdf
3.	Composition of various committees of board of directors	Yes	https://www.infoedge.in/InvestorRelations/CorporateGovernance_CBC
4.	Code of conduct of board of directors and senior management personnel	Yes	https://www.infoedge.in/pdfs/code-of-ethics.pdf
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.infoedge.in/InvestorRelations/CorporateGovernance_WBP
6.	Criteria of making payments to non-executive directors	Yes	https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations
7.	Policy on dealing with related party transactions	Yes	https://www.infoedge.in/pdfs/Related-Party-Transaction- Policy.pdf
8.	Policy for determining 'material' subsidiaries	Yes	https://www.infoedge.in/pdfs/Policy-Material-Subsidiaries.pdf
9.	Details of familiarization programmes imparted to independent directors	Yes	https://www.infoedge.in/InvestorRelations/CorporateGovernance#A11
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.infoedge.in/InvestorRelations/Investor_Services_ic
11.	email address for grievance redressal and other relevant details	Yes	https://www.infoedge.in/InvestorRelations/Investor_Services_ic
12.	Financial results	Yes	https://www.infoedge.in/InvestorRelations/financial_Standalone

13.	Shareholding pattern	Yes	https://www.infoedge.in/InvestorRelations/Report_Filings_Quaterly_Report
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	https://www.infoedge.in/InvestorRelations/IR_News_Events#iran nouncement
16.	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.infoedge.in/InvestorRelations/financial_Earnings
17.	New name and the old name of the listed entity	Not Applicable	
18.	Advertisements as per Regulation 47 (1)	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iran nouncement
19.	Credit ratings or revision in credit rating obtained	Not Applicable	
20.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.infoedge.in/InvestorRelations/financial_consol
21.	Secretarial Compliance Report	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iran nouncement
22.	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.infoedge.in/InvestorRelations/IR_disclosures_under _regulation_46_of_the_sebi_listing_regulations
23.	Materiality policy as per Regulation 30	Yes	https://www.infoedge.in/pdfs/determining-materiality.pdf
24.	Disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under Reg 30(5)	Yes	https://www.infoedge.in/pdfs/SEBI.pdf
25.	Disclosure under Regulation 30(8)	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iran nouncement
26.	Statement of Deviations or variations as specified under Reg 32	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iran nouncement
27.	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.infoedge.in/pdfs/Dividend-Policy.pdf
28.	Annual Return as provided under Section 92 of the Companies Act, 2013	Yes	https://www.infoedge.in/InvestorRelations/IR_Annual_Return
29.	It is certified that these contents on the website of the listed entity are correct	Yes	http://www.infoedge.in/

II Annual Affirmations	•
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S.No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2.	Board composition	17(1), 17(1A) & 17(1B)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Quorum of Board Meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/compensation	17(6)	Yes
9.	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes
13.	Recommendation of Board	17(11)	Yes
14.	Maximum number of Directorships	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
18.	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
19.	Quorum of Nomination & Remuneration committee meeting	19(2A)	Yes
20.	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
21.	Role of Nomination and Remuneration Committee	19(4)	Yes
22.	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20 (2A)	Yes
23.	Meeting of Stakeholder Relationship Committee	20(3A)	Yes
24.	Role of Stakeholders Relationship Committee	20(4)	Yes
25.	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes

26.	Meeting of Risk Management Committee	21 (3A)	Yes
27.	Quorum of Risk Management Committee Meeting	21(3B)	Yes
28.	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29.	Vigil Mechanism	22	Yes
30.	Policy for Related Party Transaction	23(1),(1A),(5),(6), & (8)	Yes
31.	Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
32.	Approval for material Related Party Transactions	23(4)	Yes
33.	Disclosure of Related Party Transactions on consolidated basis	23(9)	Yes
34.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
35.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36.	Alternate Director to Independent Director	25(1)	Not Applicable
37.	Maximum Tenure	25(2)	Yes
38.	Appointment, Re-appointment or removal of an Independent Director through Special Resolution or the alternate mechanism	25(2A)	Yes
39.	Meeting of Independent Directors	25(3) & (4)	Yes
40.	Familiarization of Independent Directors	25(7)	Yes
41.	Declaration from Independent Directors	25(8) & (9)	Yes
42.	D & O Insurance for Independent Directors	25(10)	Yes
43.	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44.	Memberships in Committees	26(1)	Yes
45.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46.	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

48.	Approval of the Board and shareholders for compensation or profit	26(6)	NA
	sharing in connection with dealings in the securities of the listed entity		
49.	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

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 : Vaya Bhati

Designation : Company Secretary & Compliance Officer

Date: 19.04.2024 Place: Noida

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

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
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**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
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

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
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: 19.04.2024 Place: Noida