

Corporate Governance Report

1. Name of Listed Entity: **Info Edge (India) Limited**
 2. Quarter ending: **30-September-2022**

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	End Date of disqualification													
Mr.	Kapil Kapoor	■GIPK8588K 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	■AGPB4511K 00065640	No	NA	NA	NA	Active	NA	-	ED	01-05-95	27-04-21			29-06-63	2	0	2	1	
Mr.	Hitesh Oberoi	■AAPO5353J 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	■CXF10683P 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	■BXPD4099A 00020130	No	NA	NA	NA	Active	NA	-	NED	06-09-05	01-04-22	31-03-23		15-04-66	2	1	3	1	
Mr.	Sharad Malik	■ANMFM0739K 07045964	No	NA	NA	NA	Active	NA	-	ID	16-12-14	16-12-19	15-12-24	93	01-12-63	1	1	1	0	

Mr.	Saurabh Srivastava	00380453	No	NA	NA	NA	Active	Yes	22-09-20	ID	12-06-06	01-04-19	31-03-23	102	04-03-46	3	3	4	1
Mr.	Naresh Gupta	00172311	No	NA	NA	NA	Active	NA	-	ID	29-10-07	01-04-19	31-03-23	102	20-09-66	2	2	2	0
Mr.	Ashish Gupta	00521511	No	NA	NA	NA	Active	NA	-	ID	21-07-17	21-07-22	20-07-26	62	18-12-66	2	2	1	0
Ms.	Geeta Mathur	02139552	No	NA	NA	NA	Active	NA	-	ID	28-05-19	28-05-19	27-05-24	40	21-11-66	7	7	9	5

*For calculating No. of post of Chairperson in Audit/Stakeholder Committee, we are considering both listed and unlisted entities, as mentioned in Regulation 26(1) of Listing Regulations 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 Number	Chairperson/ Membership	Date of Appointment In Committee	Date of Cessation	Remarks
1. Audit Committee	Geeta Mathur	ID	02139552	Chairperson	13-August-2019	-	-
	Saurabh Srivastava	ID	00380453	Member	19-January-2015	-	
	Naresh Gupta	ID	00172311	Member	19-January-2015	-	
	Sharad Malik	ID	07045964	Member	19-January-2015	-	
Whether Regular chairperson appointed- Yes							
2. Nomination & Remuneration Committee	Saurabh Srivastava	ID	00380453	Chairperson	21-January-2014	-	-
	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	-	
Whether Regular chairperson appointed- Yes							
4. Stakeholders Relationship Committee	Kapil Kapoor	C & NED	00178966	Chairperson	16-October-2014	-	-
	Naresh Gupta	ID	00172311	Member	01-April-2022	-	
	Chintan Thakkar	ED	00678173	Member	16-October-2014	-	
Whether Regular chairperson appointed- Yes							
5. Corporate Social Responsibility Committee	Saurabh Srivastava	ID	00380453	Chairperson	16-October-2014	-	-
	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**
15-April-2022 27-May-2022 12-August-2022 20-September-2022	76 38	NA	Yes Yes	10 10	10 10	5 5
*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 (details)*	Total Number of Directors 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	15-April-2022 26-May-2022 27-May-2022# 12-August-2022 20-September-2022	76 38	NA	NA	Yes Yes	4 4	4 4	4 4	0 0

Stakeholders' Relationship Committee	27-May-2022 12-August-2022	76	NA	NA	Yes	3	3	1	0
Nomination & Remuneration Committee	15-April-2022 27-May-2022 12-August-2022	76	NA	NA	Yes	3	3	2	0
Corporate Social Responsibility Committee	27-May-2022 12-August-2022	76	NA	NA	Yes	4	4	1	0

*Attendance details of Current Quarter meeting(s).

#Audit Committee meeting held on May 26, 2022 was adjourned to May 27, 2022 for taking up few agenda items.

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 RPT transactions on May 21, 2022 vide Postal Ballot dated April 15, 2022.

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. Yes 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"> 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:
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The report for the previous quarter i.e. June 30, 2022 was placed before the Board in its meeting held on August 12, 2022. The Board took due note of the same. The current report shall be placed before the Board in its next meeting.



Name : Jaya Bhatia
Designation : Company Secretary & Compliance Officer

Date: 21.10.2022
Place: Noida

Half Yearly Affirmations

Annexure III				
III. Affirmation				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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	NA
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	NA
3	Presence of Chairperson of the Nomination and Remuneration committee at the Annual General Meeting	19(3)	Yes	NA
4	Presence of Chairperson of the Stakeholders' Relationship committee at the Annual General Meeting	20(3)	Yes	NA
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	NA

Name : Jaya Bhatia
Designation : Company Secretary & Compliance Officer

Date: 21.10.2022
Place: Noida

Additional Half Yearly Disclosure

Half year ending- September 30, 2022

Applicability: Not Applicable

Reason for Non-Applicability: No Loans / guarantees / comfort letters / securities etc. have been granted.

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below (The Figure should be mentioned in Actual INR only)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

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

(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:

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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(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

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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

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. Yes, No Loans / guarantees / comfort letters / securities etc. have been granted by the Company.

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee /comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

Name :  Jaya Bhatia
Designation : Company Secretary & Compliance Officer

Date: 21.10.2022

Place: Noida