

Corporate Governance Report

1. Name of Listed Entity: **Info Edge (India) Limited**
 2. Quarter ending: **31-December-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 | | | | | | | | | | | | | | |
| 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 | ■AAR05383K 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 | ■DXP10683K 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 | ■BXP04099A 00020130 | No | NA | NA | NA | Active | NA | - | NED | 06-09-05 | 01-04-22 | 31-03-23 | | 15-04-66 | 2 | 0 | 1 | 0 | |
| Mr. | Sharad Malik | ■ANMFM0739K 07045964 | No | NA | NA | NA | Active | NA | - | ID | 16-12-14 | 16-12-19 | 15-12-24 | 96 | 01-12-63 | 1 | 1 | 1 | 0 | |

| | | | | | | | | | | | | | | | | | | | |
|-----|--------------------|-----------------------|----|----|----|----|--------|-----|----------|----|----------|----------|----------|-----|----------|---|---|---|---|
| Mr. | Saurabh Srivastava | DEFS3593H 00380453 | No | NA | NA | NA | Active | Yes | 22-09-20 | ID | 12-06-06 | 01-04-19 | 31-03-23 | 105 | 04-03-46 | 3 | 3 | 4 | 1 |
| Mr. | Naresh Gupta | FAPG6639D 00172311 | No | NA | NA | NA | Active | NA | - | ID | 29-10-07 | 01-04-19 | 31-03-23 | 105 | 20-09-66 | 2 | 2 | 2 | 0 |
| Mr. | Ashish Gupta | DEFG4579R 00521511 | No | NA | NA | NA | Active | NA | - | ID | 21-07-17 | 21-07-22 | 20-07-26 | 65 | 18-12-66 | 2 | 2 | 1 | 0 |
| Ms. | Geeta Mathur | AKPM7380D 02139552 | No | NA | NA | NA | Active | NA | - | ID | 28-05-19 | 28-05-19 | 27-05-24 | 43 | 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** |
| 12-August-2022 | | | | | | |
| 20-September-2022 | | | | | | |
| 03-October-2022 | 12 | | Yes | 10 | 10 | 5 |
| 11-November-2022 | 38 | | Yes | 10 | 10 | 5 |
| 20-December-2022 | 38 | | Yes | 10 | 8 | 4 |

*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 | 12-August-2022 | | | | | | | | |
| | 20-September-2022 | | | | | | | | |
| | 03-October-2022 | 12 | | | Yes | 4 | 4 | 4 | 0 |
| | 03-November-2022 | 30 | NA | NA | Yes | 4 | 4 | 4 | 0 |
| | 08-November-2022 | 4 | | | Yes | 4 | 4 | 4 | 0 |
| | 11-November-2022# | | | | Yes | 4 | 4 | 4 | 0 |
| | 20-December-2022 | 38 | | | Yes | 4 | 4 | 4 | 0 |

| | | | | | | | | | |
|---|--|----------|----------|----------|------------|--------|--------|--------|--------|
| Stakeholders' Relationship Committee | 12-August-2022 11-November-2022 | 90 | NA | NA | Yes | 3 | 3 | 1 | 0 |
| Nomination & Remuneration Committee | 12-August-2022 11-November-2022 20-December-2022 | 90 38 | NA NA | NA NA | Yes Yes | 3 3 | 3 2 | 2 1 | 0 0 |
| Corporate Social Responsibility Committee | 12-August-2022 11-November-2022 | 90 | NA | NA | Yes | 4 | 4 | 1 | 0 |
| Risk Management Committee | 08-October-2022 | 176 | NA | NA | Yes | 5 | 4 | 2 | 0 |

*Attendance details of Current Quarter meeting(s).

#Audit Committee meeting held on November 08, 2022 was adjourned to November 11, 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 Related Party Transactions on May 21, 2022 vide Postal Ballot dated April 15, 2022.

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. September 30, 2022 was placed before the Board in its meeting held on November 11, 2022. The Board took due note of the same.

The current report shall be placed before the Board in its next meeting.



Name :
Designation :

Jaya Bhatia
Company Secretary & Compliance Officer

Date: 19.01.2023
Place: Noida