

Corporate Governance Report

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

2. Quarter ending: **30-June-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 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	AGIPK8588K 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	AAGPB4511R 00065640	No	NA	NA	NA	Active	NA	-	ED	01-05-95	27-04-21			29-06-63	2	0	2	1	
Mr.	Hitesh Oberoi	AAAPO5353J 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	ACXPT0683P 00678173	No	NA	NA	NA	Active	NA	-	ED & CFO	16-10-14	22-09-20			30-09-66	1	0	1	0	
Mr.	Pawan Goyal [§]	AIOPG4174H 07614990	No	NA	NA	NA	Active	NA	-	ED	30-04-23	30-04-23			22-12-70	1	0	0	0	
Ms.	Bala C Deshpande [#]	ABXPD4099A 00020130	No	NA	NA	NA	Active	NA	-	NED	06-09-05	01-04-23	12-08-23		15-04-66	2	1	1	0	
Mr.	Saurabh Srivastava [^]	ABEPS3593H 00380453	No	NA	NA	NA	Active	Yes	22-09-20	NED	12-06-06	01-04-23	12-08-23		04-03-46	3	2	3	1	

Mr.	Naresh Gupta [^]	00172311	No	NA	NA	NA	Active	NA	-	NED	29-10-07	01-04-23	12-08-23		20-09-66	2	1	0	0
Mr.	Sharad Malik	07045964	No	NA	NA	NA	Active	NA	-	ID	16-12-14	16-12-19	15-12-24	102	01-12-63	1	1	1	0
Mr.	Ashish Gupta	00521511	No	NA	NA	NA	Active	NA	-	ID	21-07-17	21-07-22	20-07-26	71	18-12-66	1	1	0	0
Ms.	Geeta Mathur	02139552	No	NA	NA	NA	Active	NA	-	ID	28-05-19	28-05-19	27-05-24	49	21-11-66	7	7	9	5
Ms.	Aruna Sundararajan	03523267	No	NA	NA	NA	Active	NA	-	ID	11-02-23	11-02-23	10-02-28	4	12-07-59	3	3	5	0
Mr.	Arindam Bhattacharya	01570746	No	NA	NA	NA	Active	NA	-	ID	11-02-23	11-02-23	10-02-28	4	04-03-62	4	4	5	0

*For calculating No. of post of Chairperson in Audit/Stakeholder Committee, we are considering both listed and unlisted public entities, as mentioned in Regulation 26(1) of Listing Regulations and FAQs.

[§]Mr. Pawan Goyal was appointed as a Whole-time Director on the Board of the Company for a period of 5 (five) years w.e.f. April 30, 2023. His appointment has also been approved by the shareholders by way of Postal Ballot on March 30, 2023.

[#]Ms. Bala C Deshpande will continue as a Non-Executive Director from April 1, 2023 till August 12, 2023 on the Board of the Company, pursuant to shareholders resolution passed on March 30, 2023 by way of Postal Ballot.

[^]Mr. Saurabh Srivastava and Mr. Naresh Gupta will continue to serve as Non-Executive (Non-Independent) Directors on the Board of the Company w.e.f. April 01, 2023 till August 12, 2023 pursuant to shareholders resolution passed on March 30, 2023 by way of Postal Ballot upon completion of their second tenure as Independent Directors on March 31, 2023.

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 * Mr. Arindam Kumar Bhattacharya has been appointed as a member of Audit Committee w.e.f. April 1, 2023 by the Board of Directors of the Company.							
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 *Mr Sharad Malik has been appointed as a member & Chairperson of Nomination & Remuneration Committee w.e.f. April 1, 2023 by the Board of Directors of the Company.							
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	-	-
	Aruna Sundararajan*	ID	03523267	Member	01-April-2023	-	
	Chintan Thakkar	ED	00678173	Member	16-October-2014	-	
Whether Regular chairperson appointed- Yes * Ms. Aruna Sundararajan has been appointed as a member of Stakeholders Relationship Committee w.e.f. April 1, 2023 by the Board of Directors of the Company.							
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	-
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Whether Regular chairperson appointed- Yes

*Ms. Geeta Mathur has been appointed as member & Chairperson of Corporate Social Responsibility Committee w.e.f. April 1, 2023 by the Board of Directors of the Company.

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**
05-January-2023 06-January-2023^ 18-January-2023 20-January-2023 10-February-2023 21-February-2023 26-May-2023	93	-	Yes	13	13	5

*Attendance details of Current Quarter meeting(s).

#To be filled in only for the current quarter meeting(s).

^Board meeting held on January 05, 2023 was adjourned and reconvened on January 06, 2023.

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	05-January-2023 06-January-2023^ 18-January-2023 20-January-2023 10-February-2023 21-February-2023 30-March-2023 18-April-2023 26-May-2023	18 37	NA NA	NA NA	Yes Yes	3 3	3 3	3 3	0 0

Stakeholders' Relationship Committee	10-February-2023 26-May-2023	104	NA	NA	Yes	3	3	1	0
Nomination & Remuneration Committee	20-January-2023 10-February-2023 21-February-2023 26-May-2023	93	- NA	NA	Yes	3	3	2	0
Corporate Social Responsibility Committee	10-February-2023 26-May-2023	104	NA	NA	Yes	4	4	1	0

*Attendance details of Current Quarter meeting(s).

^Audit Committee meeting held on January 5, 2023 was adjourned and reconvened on January 6, 2023.

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. March 31, 2023 was placed before the Board in its meeting held on May 26, 2023. 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 : **July 21, 2023**
Place : **Noida**