

| General information about company | | |
|---|---------------------------|---|
| Scrip code | 532777 | |
| NSE Symbol | NAUKRI | |
| MSEI Symbol | NOTLISTED | |
| ISIN | INE663F01024 | |
| Name of the entity | Info Edge (India) Limited | |
| Date of start of financial year | 01-04-2024 | |
| Date of end of financial year | 31-03-2025 | |
| Reporting Quarter Type | Yearly | |
| Date of Quarter Ending | 31-03-2025 | |
| Type of company | Equity | |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes | |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes | |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | Yes | |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | Yes | |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | No | Not Applicable during the reporting period. |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | No | Not Applicable during the reporting period. |
| Risk management committee | Applicable | |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities | |
| Is SCORE ID Available ? | Yes | |
| SCORE Registration ID | i00137 | |
| Reason For No SCORE ID | | |
| Type of Submission | Original | |
| Remarks (website dissemination) | | |
| Remarks for Exchange (not for Website Dissemination) | | |

Corporate Governance Report

1. Name of Listed Entity: **Info Edge (India) Limited**
 2. Quarter ending: **31-March-2025**

| 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 | ██████████ 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 | ██████████ 00065640 | No | NA | NA | NA | Active | NA | - | ED | 01-05-1995 | 27-04-2021 | | | 29-06-1963 | 2 | 0 | 2 | 1 | |
| Mr. | Hitesh Oberoi | ██████████ 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 | ██████████ 00678173 | No | NA | NA | NA | Active | NA | - | ED & CFO | 16-10-2014 | 16-10-2024 | | | 30-09-1966 | 1 | 0 | 1 | 0 | |
| Mr. | Pawan Goyal | ██████████ 07614990 | No | NA | NA | NA | Active | NA | - | ED | 30-04-2023 | 30-04-2023 | | | 22-12-1970 | 1 | 0 | 0 | 0 | |
| Mr. | Ashish Gupta | ██████████ 00521511 | No | NA | NA | NA | Active | NA | - | ID | 21-07-2017 | 21-07-2022 | | 92.10 | 18-12-1966 | 2 | 2 | 0 | 0 | |
| Ms. | Geeta Mathur | ██████████ 02139552 | No | NA | NA | NA | Active | NA | - | ID | 28-05-2019 | 28-05-2024 | | 70.03 | 21-11-1966 | 3 | 3 | 7 | 4 | |

| | | | | | | | | | | | | | | | | | | | |
|-----|----------------------|------------------------|----|----|----|----|--------|----|---|----|------------|------------|--|-------|------------|---|---|---|---|
| Ms. | Aruna Sundararajan | ██████████ 03523267 | No | NA | NA | NA | Active | NA | - | ID | 11-02-2023 | 11-02-2023 | | 25.20 | 12-07-1959 | 3 | 3 | 6 | 1 |
| Mr. | Arindam Bhattacharya | ██████████ 01570746 | No | NA | NA | NA | Active | NA | - | ID | 11-02-2023 | 11-02-2023 | | 25.20 | 04-03-1962 | 4 | 4 | 5 | 0 |
| Mr. | Sanjiv Sachar | ██████████ 02013812 | No | NA | NA | NA | Active | NA | - | ID | 15-07-2023 | 15-07-2023 | | 20.16 | 04-10-1957 | 2 | 2 | 2 | 2 |

* For calculation of No. of Membership(s) and/or Chairperson role in Audit/Stakeholder Committee, we are considering listed companies, unlisted public companies and deemed public companies, High Value Debt Listed Entities 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 | Sanjiv Sachar | ID | 02013812 | Chairperson | 01-January -2024 | - | - |
| | Arindam Kumar Bhattacharya | ID | 01570746 | Member | 01-April-2023 | - | |
| | Aruna Sundararajan | ID | 03523267 | Member | 16-December-2024 | - | |
| Whether Regular chairperson appointed- Yes | | | | | | | |
| 2. Nomination & Remuneration Committee | Ashish Gupta | ID | 00521511 | Chairperson | 01-April-2022 | - | |
| | Kapil Kapoor | C & NED | 00178966 | Member | 21-January -2014 | - | |
| | Sanjiv Sachar | ID | 02013812 | Member | 01-January -2024 | - | |
| 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 | | | | | | | |
| 4. Stakeholders Relationship Committee | Aruna Sundararajan | ID | 03523267 | Chairperson | 01-April-2023 | - | - |
| | Kapil Kapoor | C & NED | 00178966 | Member | 16-October-2014 | | |
| | 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 | | | | | | | |

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* |
|--|--|------------------------------|--|---|--|--|
| 08-Nov-2024 | | | Yes | 11 | 11 | 6 |
| 05-Feb-2025 | 88 | | Yes | 10 | 9 | 4 |
| 07-Mar-2025 | 29 | - | Yes | 10 | 9 | 4 |

#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 | 08-Nov-2024 | | NA | NA | Yes | 4 | 4 | 4 | 0 |
| | 04-Feb-2025# | 87 | NA | NA | Yes | 3 | 3 | 3 | 0 |
| | 05-Feb-2025 | 0 | NA | NA | Yes | 3 | 2 | 2 | 0 |
| Stakeholders' Relationship Committee | 08-Nov-2024 | | NA | NA | Yes | 3 | 3 | 1 | 0 |
| | 04-Feb-2025 | 87 | NA | NA | Yes | 3 | 3 | 1 | 0 |
| Nomination & Remuneration Committee | 07-Nov-2024 | | NA | NA | Yes | 4 | 4 | 3 | 0 |
| | 04-Feb-2025## | 88 | NA | NA | Yes | 3 | 3 | 2 | 0 |
| | 05-Feb-2025 | | NA | NA | Yes | 3 | 3 | 2 | 0 |
| Corporate Social Responsibility Committee | 07-Nov-2024 | | NA | NA | Yes | 4 | 4 | 1 | 0 |
| | 04-Feb-2025 | 88 | NA | NA | Yes | 4 | 4 | 1 | 0 |
| Risk Management Committee | 03-10-2024 | | NA | NA | Yes | 6 | 6 | 3 | 0 |

*Attendance details of Current Quarter meeting(s).

#The Audit Committee meeting held on February 04, 2025 was adjourned and reconvened on February 05, 2025, for taking up few agenda items.

The Nomination and Remuneration Committee meeting held on February 04, 2025 was adjourned and reconvened on February 05, 2025, 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 | - |

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 |
|--|----|

VI. Affirmations

| |
|---|
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee : Yes</p> <p>b. Nomination & Remuneration Committee : Yes</p> <p>c. Stakeholders Relationship Committee : Yes</p> <p>d. Risk Management Committee : Yes</p> <p>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</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes</p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here:</p> <p>The report for the previous quarter i.e. December 31, 2024 was placed before the Board in its meeting held on February 05, 2025. The Board took due note of the same. The current report shall be placed before the Board in its next quarterly meeting.</p> |
|---|

Name : **Jaya Bhatia**
Designation : **Company Secretary & Compliance Officer**

Date : **April 30, 2025**
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. | Item | Compliance status (Yes/No/NA) | Web address |
| 1.1 | Details of business | Yes | https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations |
| 1.2 | Memorandum of Association and Articles of Association | Yes | https://www.infoedge.in/InvestorRelations/Report_Filings_MOA_AOA |
| 1.3 | Brief Profile of Board of Director including directorship and full time positions in body corporates | Yes | https://www.infoedge.in/About/BoardOfDirectors |
| 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 | Email address for grievance redressal and other relevant details | Yes | https://www.infoedge.in/InvestorRelations/Investor_Services_ic |
| 11. | Contact information of the designated officials of the listed entity are responsible for assisting and handling investor grievances | 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_Quarterly_Report |

| | | | |
|------|---|----------------|---|
| 14. | Details of agreements entered into with the media companies and/or their associates | Not Applicable | - |
| 15. | (I)Schedule of analyst or institutional investor meet (II)presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock | Yes | https://www.infoedge.in/InvestorRelations/IR_News_Events#irannouncement |
| 15.2 | Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means | Yes | https://www.infoedge.in/InvestorRelations/financial_Earnings |
| 16. | New name and the old name of the listed entity | Not Applicable | - |
| 17. | Advertisements as per Regulation 47 (1) | Yes | https://www.infoedge.in/InvestorRelations/IR_News_Events#irannouncement |
| 18. | Credit ratings or revision in credit rating obtained | Not Applicable | - |
| 19. | 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 |
| 20. | Secretarial Compliance Report | Yes | https://www.infoedge.in/InvestorRelations/IR_News_Events#irannouncement |
| 21. | Materiality policy as per Regulation 30 | Yes | https://www.infoedge.in/pdfs/determining-materiality.pdf |
| 22. | 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 |
| 23. | Disclosure under Regulation 30(8) | Yes | https://www.infoedge.in/InvestorRelations/IR_News_Events#irannouncement |
| 24. | Statement of Deviations or variations as specified under Reg 32 | Yes | https://www.infoedge.in/InvestorRelations/IR_News_Events#irannouncement |
| 25. | Dividend Distribution policy as per Regulation 43A | Yes | https://www.infoedge.in/pdfs/Dividend-Policy.pdf |
| 26.1 | Annual Return as provided under Section 92 of the Companies Act, 2013 | Yes | https://www.infoedge.in/InvestorRelations/IR_Annual_Return |
| 26.2 | Employee Benefit Scheme Documents framed under SEBI (SBEB) Regulations,2021 | Yes | https://www.infoedge.in/pdfs/InfoEdge_EmployeesStockOptionScheme.pdf |
| 27 | Confirmation that the above disclosures are in a 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 |
| 28 | Compliance with Regulation 46(3) with respect to accuracy of disclosure on the website and timely updating | Yes | http://www.infoedge.in/ |
| 29. | Disclosures of notes on website in terms of Listing Regulations explanatory | - | - |

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

| | | | |
|-----|--|---------------------------|----------------|
| 22. | <i>Composition of Stakeholder Relationship Committee</i> | 20(1) , 20(2) & 20 (2A) | Yes |
| 23. | <i>Meeting of Stakeholder Relationship Committee</i> | 20(3A) | Yes |
| 24. | <i>Role of Stakeholders Relationship Committee</i> | 20(4) | Yes |
| 25. | <i>Composition and role of Risk Management Committee</i> | 21(1),(2),(3),(4) | Yes |
| 26. | <i>Meeting of Risk Management Committee</i> | 21 (3A) | Yes |
| 27. | <i>Quorum of Risk Management Committee Meeting</i> | 21(3B) | Yes |
| 28. | <i>Gap between the meetings of the Risk Management Committee</i> | 21(3C) | Yes |
| 29. | <i>Vigil Mechanism</i> | 22 | Yes |
| 30. | <i>Policy for Related Party Transaction</i> | 23(1),(1A),(5),(6), & (8) | Yes |
| 31. | <i>Prior or Omnibus approval of Audit Committee for all Related Party Transactions</i> | 23(2), (3) | Yes |
| 32. | <i>Approval for material Related Party Transactions</i> | 23(4) | Not Applicable |
| 33. | <i>Disclosure of Related Party Transactions on consolidated basis</i> | 23(9) | Yes |
| 34. | <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Not Applicable |
| 35. | <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | Yes |
| 36. | <i>Alternate Director to Independent Director</i> | 25(1) | Not Applicable |
| 37. | <i>Maximum Tenure</i> | 25(2) | Yes |
| 38. | <i>Appointment, Re-appointment or removal of an Independent Director through Special Resolution or the alternate mechanism</i> | 25(2A) | Yes |
| 39. | <i>Meeting of Independent Directors</i> | 25(3) & (4) | Yes |
| 40. | <i>Familiarization of Independent Directors</i> | 25(7) | Yes |
| 41. | <i>Declaration from Independent Directors</i> | 25(8) & (9) | Yes |
| 42. | <i>D & O Insurance</i> | 25(10) | Yes |

| | | | |
|-----|---|-------------------------|-----|
| 43. | <i>Confirmation with respect to appointment of Independent Directors who resigned from the listed entity</i> | 25(11) | NA |
| 44. | <i>Memberships in Committees</i> | 26(1) | Yes |
| 45. | <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes |
| 46. | <i>Policy with respect to Obligations of directors and senior management</i> | 26(2) & 26(5) | Yes |
| 47. | <i>Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity</i> | 26(6) | NA |
| 49. | <i>Vacancies in respect Key Managerial Personnel</i> | 26A(1) & 26A(2), 26A(3) | 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**

Note: The Company has a Policy for determining Material Subsidiaries and the same is available on the website. For the reporting quarter, the Company has no material subsidiaries.

Name : Jaya Bhatia
Designation : Company Secretary & Compliance Officer

Date: 30.04.2024
Place: Noida

Annexure IV

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**

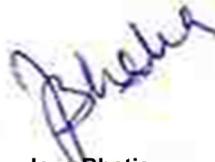
| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|--|---|--|
| Promoter or any other entity controlled by them | - | - | - |
| Promoter Group or any other entity controlled 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: 30.04.2025
Place: Noida

| Investor Grievance Details | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 0 |
| No. of investor complaints disposed off during the Quarter | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

| Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies | | | | | Textual Information(1) |
|--|--|---------------------|---|---|--|
| Sr. No. | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during the quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
| 1 | Startup Investments (Holding) Limited | 20-01-2025 | 100 | 0 | 100 |
| 2 | Brainsight Technology Private Limited | 13-02-2025 | 4.68 | 0.59 | 5.27 |
| 3 | Aisle Network Private Limited | 25-03-2025 | 89.11 | 3.72 | 92.83 |

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: Text Block

| | |
|------------------------|--|
| Textual Information(1) | <p>1.The Company has acquired 4,193,849 Compulsorily Convertible Debentures (CCDs) at an issue price of Rs. 214.6/- each including premium of Rs. 114.6/- per CCD in Startup Investments (Holding) Limited (SIHL). The Company holds 100% stake in SIHL directly and through Naukri Internet Services Ltd., a wholly owned subsidiary of the Company, on a fully converted and diluted basis as on March 31, 2025.</p> <p>2.The Company through its wholly owned subsidiary Restart Labs (India) Limited has acquired 385 compulsorily convertible preference shares of a face value of Rs. 10/- each and premium of Rs. 77,875/- per share of Brainsight Technology Private Limited. 3. The Company through its wholly owned subsidiary Jeevansathi Internet Services Private Limited acquired 12,293 Equity Shares of a face value of Rs. 10/- each and premium of Rs. 24,388.19/- per share of Aisle Network Private Limited. Note: The Company has considered the allotment date as the date of acquisition of securities, rather than the date of the stock exchange intimation(s) made in this regard.</p> |
|------------------------|--|

| <p align="center">Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:</p> | | | | | |
|---|---|--|--|--|---|
| Any Other Information for Disclosure of Imposition of Fine or Penalty | | | | | |
| Sr. No. | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
| 1 | Superintendent of Central Tax, Range-Bed-2, East Division-2, GST East Commissionerate, Bengaluru, Karnataka – 560071. | Order issued under Section 74 of the CGST/KSGST Act, 2017 for FY 2017-18 and FY 2018-19 for tax demand of Rs. 2,64,702 with applicable interest (not quantified) and penalty of Rs. 2,64,702. | 03-01-2025 | The demand order has been received against the GST input tax credit availed by the Company amounting to Rs. 2,64,702 for the invoices issued by a vendor who had not furnished Form GSTR-3B. The Order is appealable and the Company is reviewing the Order and evaluating the next steps in the matter. | There is no material impact on financials, no impact on operations or other activities of the Company. |
| 2 | State Tax Officer (Jacob Circle_701) (MUM-NODC-0304) A-4/4 Old Bldg. GST Bhavan, Mazgaon Mumbai-400010 | Order issued under Section 73(9) of the CGST Act, 2017/MGST Act, 2017 for FY 2020-21 for Tax liability of Rs. 37,34,929, Interest of Rs. 27,11,251 and Penalty of Rs. 3,82,988 aggregating to total demand of Rs. 68,29,168. | 12-02-2025 | The demand order has been received for the State of Maharashtra for FY 2020-21 for Tax liability of Rs. 37,34,929, Interest of Rs. 27,11,251 and Penalty of Rs. 3,82,988 aggregating to total demand of Rs. 68,29,168 on account of Excess Input tax credit claimed in GSTR 3B/ GSTR 9 which is not matching with GSTR 2A/ Table 8A of GSTR 9. The Order is currently appealable & we will exercise our right to appeal. | There is no material impact on financials, no impact on operations or other activities of the Company. |
| 3 | Assessment Unit, Income Tax Department | Tax Demand of Rs. 17,05,15,170/- under Section 143(3) of the Income Tax Act, 1961 in respect of Assessment Year 2023-24. | 25-03-2025 | Deductions primarily relating to disallowance of ESOP expenses claimed by the Company. The Order is appealable and the Company is reviewing the Order and evaluating the next steps in the matter. Similar disallowance for the Assessment Years 2016-17 and 2022-23 are pending before Commissioner of Income Tax appeal. Disallowances for which the Assessment order has been received, since Assessment Years 2007-08, have been decided by Tribunal in favour of the Company. | There is no material impact on financials of the Company, no impact on operations or other activities of the Company relating to the order passed for the said Assessment year in the current financial year. |
| 4 | Assessment Unit, Income Tax Department | Disallowance under Section 14A of the Income Tax Act, 1961. | 28-03-2025 | Penalty levied under Section 270A of the Income Tax Act, 1961. The Order is appealable and the Company is reviewing the Order and evaluating the next steps in the matter. | There is no material impact on financials, no impact on operations or other activities of the Company. |