



Date: May 26, 2023

1. **The Manager- Listing**  
**National Stock Exchange of India Limited**  
(Scrip Code: NAUKRI)
2. **The Manager- Listing**  
**BSE Limited**  
(Scrip Code: 532777)

**Subject: Annual Secretarial Compliance Report for the FY ended March 31, 2023 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir/Madam,

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith "Annual Secretarial Compliance Report" of the Company for the year ended March 31, 2023 issued by M/s. Chandrasekaran Associates, Company Secretaries, Secretarial Auditor of the Company.

You are requested to take the same on record.

Thanking you,

Yours faithfully,  
For **Info Edge (India) Ltd.**

**Jaya Bhatia**  
**Company Secretary & Compliance Officer**

**Encl:A/a**

**SECRETARIAL COMPLIANCE REPORT OF INFO EDGE (INDIA) LIMITED  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

To,  
The Board of Directors  
**M/s Info Edge (India) Limited**  
GF-12A, 94, Meghdoot Building,  
Nehru Place, New Delhi-110019

We Chandrasekaran Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by Info Edge (India) Limited ("**the Listed Entity/Company**"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on March 31, 2023 ("**Review Period**") in respect of compliance with the applicable provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined and include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations 2015**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;  
**Not Applicable;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulation, 2021; **Not Applicable;**



- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable.;
- (k) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company): **Not Applicable;**

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><b><u>Secretarial Standards</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p> <p><i>We have examined the Secretarial Standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs.</i></p>	Yes	-
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <p>a. All applicable policies under Securities and Exchange Board of India ('SEBI') Regulations are adopted with the approval of Board of Directors of the listed entity.</p> <p>b. All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	-





3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	-
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	-
5.	<p><b><u>To examine details related to Subsidiaries of listed entity:</u></b></p> <p>a) Identification of material subsidiary companies</p>	NA	The management had identified that during the period under review, there was no Material Subsidiary Company.
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	-
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every</p>	Yes	-



	financial year as prescribed in SEBI Regulations		
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	-
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	N.A.	The Company has obtained prior approval of the Audit Committee for all Related Party Transactions
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Action has been taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder with respect to the listed entity.	Yes	No action was taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<b><u>Additional Non-compliances, if any:</u></b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No non-compliance observed for all SEBI regulation/circular/guidance note etc.





Further, based on the above examination, we hereby report, during the review period that:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<b>S. No.</b>	
<b>Compliance (Regulations/circulars including specific clause)</b>	<b>Requirement /guidelines</b>
<b>Regulation/ Circular No.</b>	
<b>Deviations</b>	
<b>Action Taken by</b>	
<b>Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)</b>	NA
<b>Details of Violation</b>	
<b>Fine Amount</b>	
<b>Observations/ Remarks of the Practicing Company Secretary</b>	
<b>Management Response</b>	
<b>Remarks</b>	

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>S. No.</b>	1
<b>Compliance (Regulations/circulars including specific clause)</b>	<b>Requirement /guidelines</b>
<b>Regulation/ Circular No.</b>	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
<b>Deviations</b>	Regulation 44
<b>Action Taken by</b>	Late submission of the voting results of the shareholders meeting held on April 12, 2021
<b>Type of Action</b>	Stock Exchanges (BSE & NSE)
<b>Details of Violation</b>	The penalty of Rs. 11,800/- each was imposed on the Company by NSE & BSE respectively via e-mail dated May 17, 2021
<b>Fine Amount</b>	Non-Compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for late submission of voting results of the shareholders' meeting held on April 12, 2021 to consider & approve the scheme of Amalgamation of Highorbit Careers Pvt. Ltd. with Info Edge (India) Ltd.
<b>Observations/ Remarks of the</b>	The penalty of Rs. 11,800/- each was imposed on the Company by NSE & BSE respectively.
<b>Remarks of the</b>	As confirmed by the company, the penalty of Rs. 11,800/-



<p><b>Practicing Company Secretary</b></p>	<p>each was imposed on the Company for Non-Compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("LODR") by NSE &amp; BSE respectively for late submission of voting results of the shareholders' meeting held on April 12, 2021 to consider &amp; approve the scheme of Amalgamation of Higorbit Careers Pvt. Ltd. with Info Edge (India) Ltd. The Company has duly paid the said penalty on May 31, 2021 subject to final disposal of an application made by the Company for waiver of the fine imposed. The Company has filed an application dated May 31, 2021 with NSE and BSE for dropping this penalty since it was impossible for the Company to comply with the requirements of LODR as the said Meeting of Equity Shareholders was held in accordance with the directions of the Hon'ble National Company Law Tribunal ("NCLT") and all disclosures were made by the Company within the NCLT-stipulated timelines and any perceived delay in compliance was only due to impossibility of compliance as the court appointed Chairperson's report was not available to the Company, making it impossible to disclose it. The Company had intimated the Voting Results to the Stock Exchanges on April 20, 2021, after receipt of the NCLT-appointed Chairperson's Report including voting results of the said Meeting on April 19, 2021 which is within 48 hours of receiving the same. Further, NSE had considered the waiver application filed by the Company favorably and refunded the penalty amount on October 22, 2021. Also, BSE vide e-mail dated July 19, 2022 communicated that the Company's request for waiver of fine has been approved and the penalty amount paid by the Company will be adjusted towards payment payable to BSE.</p>
<p><b>Management Response</b></p>	<p>NSE had considered the waiver application filed by the Company favorably and refunded the penalty amount on October 22, 2021. Also, BSE vide e-mail dated July 19, 2022 communicated that the Company's request for waiver of fine has been approved and the penalty amount paid by the Company will be adjusted towards payment payable to BSE.</p>
<p><b>Remarks</b></p>	<p>Considering the response received from the Stock Exchanges, the said observation made in the previous report stand closed. Further, The company has submitted all results under regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the Financial Year within the prescribed time limits under the said regulation.</p>



- (c) The listed entity has suitably included the conditions as mentioned in clause 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of appointment of statutory auditor of the Listed entity.

**For Chandrasekaran Associates  
Company Secretaries**

FRN: P1988DE002500

Peer Review Certificate No: 1428/2021

  
  
Rupesh Agarwal  
Managing Partner  
Membership No. A16302  
Certificate of Practice No. 5673  
UDIN: A016302E000371899

Date: 24.05.2023

Place: Delhi