

Corporate Governance Report

1. Name of Listed Entity: **Info Edge (India) Limited**
 2. Quarter ending: **31-March-2024**

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	16-10-2019			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.	Sharad Malik	07045964	No	NA	NA	NA	Active	NA	-	ID	16-12-2014	16-12-2019		111.15	01-12-1963	1	1	1	0	
Mr.	Ashish Gupta	00521511	No	NA	NA	NA	Active	NA	-	ID	21-07-2017	21-07-2022		80.10	18-12-1966	1	1	0	0	

Ms.	Geeta Mathur	02139552	No	NA	NA	NA	Active	NA	-	ID	28-05-2019	28-05-2019		58.03	21-11-1966	7	7	10	5
Ms.	Aruna Sundararajan	03523267	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023		13.20	12-07-1959	3	3	4	1
Mr.	Arindam Bhattacharya	01570746	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023		13.20	04-03-1962	4	4	6	0
Mr	Sanjiv Sachar	02013812	No	NA	NA	NA	Active	NA		ID	15-07-2023	15-07-2023		8.16	04-10-1957	2	2	1	0

* For calculating No. of post of Chairperson in Audit/Stakeholder Committee, we are considering listed companies, unlisted public companies and deemed public companies 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	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	-	
	Sanjiv Sachar*	ID	02013812	Member	01-Jan-2024	-	
Whether Regular chairperson appointed- Yes							
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	-	
	Sanjiv Sachar*	ID	02013812	Member	01-Jan-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							

*Note:

1. Mr. Sanjiv Sachar, Non-Executive - Independent Director of the Company is inducted as the member of Audit Committee and Nomination & Remuneration Committee of the Company w.e.f. January 1, 2024.
2. Ms. Aruna Sundararajan, Non-Executive - Independent Director of the Company is appointed as the Chairperson of Stakeholders' Relationship Committee of the Company w.e.f. January 1, 2024.
3. Mr. Kapil Kapoor, Non-Executive - Non-Independent Director of the Company ceased as the Chairperson of Stakeholders' Relationship Committee of the Company and continues as the member of the committee w.e.f. January 1, 2024.

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**
07-Nov-2023			Yes	11	10	6
13-Feb-2024	97		Yes	11	10	5
18-Mar-2024	33		Yes	11	9	4
26-Mar-2024	7	-	Yes	11	10	6

*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	07-Nov-2023		NA	NA	Yes	3	3	3	0
	13-Feb-2024	97	NA	NA	Yes	4	4	4	0
	26-Mar-2024	41	NA	NA	Yes	4	4	4	0
Stakeholders' Relationship Committee	07-Nov-2023		NA	NA	Yes	3	3	1	0
	12-Feb-2024	96	NA	NA	Yes	3	3	1	0
Nomination & Remuneration Committee	07-Nov-2023		NA	NA	Yes	3	3	2	0
	12-Feb-2024	96	NA	NA	Yes	4	3	2	0
	23-Mar-2024	39	NA	NA	Yes	4	3	2	0
Corporate Social Responsibility Committee	07-Nov-2023		NA	NA	Yes	4	4	1	0
	12-Feb-2024	96	NA	NA	Yes	4	4	1	0
Risk Management Committee	23-Jan-2024		NA	NA	Yes	6	6	3	0

*Attendance details of Current Quarter meeting(s).

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			Yes
Date of event	25-03-2024	Brief details of event	This incident relates to online real estate classified portal run through 99acres.com. The technical team of the Company along with specialized team of cyber security experts and management responded promptly and initiated necessary precautions and protocols to mitigate the impact of the incident.

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. December 31, 2023 was placed before the Board in its meeting held on February 13, 2024. 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 : **April 19, 2024**
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.	Details of business	Yes	https://www.infoedge.in/InvestorRelations/IR_disclosures_under_regulation_46_of_the_sebi_listing_regulations
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.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.infoedge.in/InvestorRelations/Investor_Services_ic
11.	email address for grievance redressal and other relevant details	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.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement
16.	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.infoedge.in/InvestorRelations/financial_Earnings
17.	New name and the old name of the listed entity	Not Applicable	
18.	Advertisements as per Regulation 47 (1)	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement
19.	Credit ratings or revision in credit rating obtained	Not Applicable	
20.	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
21.	Secretarial Compliance Report	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement
22.	Whether company has provided information under 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
23.	Materiality policy as per Regulation 30	Yes	https://www.infoedge.in/pdfs/determining-materiality.pdf
24.	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
25.	Disclosure under Regulation 30(8)	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement
26.	Statement of Deviations or variations as specified under Reg 32	Yes	https://www.infoedge.in/InvestorRelations/IR_News_Events#iranouncement
27.	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.infoedge.in/pdfs/Dividend-Policy.pdf
28.	Annual Return as provided under Section 92 of the Companies Act, 2013	Yes	https://www.infoedge.in/InvestorRelations/IR_Annual_Return
29.	It is certified that these contents on the website of the listed entity are correct	Yes	http://www.infoedge.in/

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) & 25(6)	Yes
2.	<i>Board composition</i>	17(1), 17(1A) & 17(1B)	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)	Yes
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)	Yes
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 for Independent Directors</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>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
47.	<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
48.	<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)	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**



Name : Jaya Bhatia
Designation : Company Secretary & Compliance Officer

Date: 19.04.2024
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: 19.04.2024
Place: Noida