

Corporate Governance Report

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

2. Quarter ending: **30-September-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 Regulatio ns]"	Date of passing special resolutio n	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Initial Date of Appointme nt	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 disqualifi ed?	Start Date of disqu alific ation	End Date of disqualific ation	Details of disqualifi cation														
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	28-08-2024			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.	Sharad Malik	██████████ 07045964	No	NA	NA	NA	Active	NA	-	ID	16-12-2014	16-12-2019		117.14	01-12-1963	1	1	1	0	
Mr.	Ashish Gupta	██████████ 00521511	No	NA	NA	NA	Active	NA	-	ID	21-07-2017	21-07-2022		86.09	18-12-1966	2	2	0	0	

Ms.	Geeta Mathur	02139552	No	NA	NA	NA	Active	NA	-	ID	28-05-2019	28-05-2024		64.02	21-11-1966	4	4	6	4
Ms.	Aruna Sundararajan	03523267	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023		19.19	12-07-1959	3	3	4	1
Mr.	Arindam Bhattacharya	01570746	No	NA	NA	NA	Active	NA	-	ID	11-02-2023	11-02-2023		19.19	04-03-1962	4	4	5	0
Mr	Sanjiv Sachar	02013812	No	NA	NA	NA	Active	NA	-	ID	15-07-2023	15-07-2023		14.15	04-10-1957	2	2	2	2

*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	Sanjiv Sachar*	ID	02013812	Chairperson	01-Jan-2024	-	-
	Geeta Mathur*	ID	02139552	Member	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							
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 appointed as the Chairperson of Audit Committee of the Company w.e.f. September 1, 2024.

2. Ms. Geeta Mathur, Non-Executive - Independent Director of the Company ceased as the Chairperson of Audit Committee of the Company and continues as the member of the committee w.e.f. September 1, 2024.

III. Meeting of Board of Directors						
Date(s) of Meeting (Enter dates of Previous quarter and Current quarter meetings in number 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**
16-May-2024			Yes	11	10	5
09-Aug-2024	84		Yes	11	11	6
09-Sep-2024	30		Yes	11	11	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	16-May-2024		NA	NA	Yes	4	3	3	0
	30-May-2024	13	NA	NA	Yes	4	4	4	0
	09-Aug-2024	70	NA	NA	Yes	4	4	4	0
	09-Sep-2024	30	NA	NA	Yes	4	4	4	0
Stakeholders' Relationship Committee	15-May-2024		NA	NA	Yes	3	3	1	0
	07-Aug-2024	83	NA	NA	Yes	3	3	1	0
Nomination & Remuneration Committee	15-May-2024		NA	NA	Yes	4	4	3	0
	09-Aug-2024	85	NA	NA	Yes	4	4	3	0
	09-Sep-2024	30	NA	NA	Yes	4	4	3	0
Corporate Social Responsibility Committee	16-May-2024		NA	NA	Yes	4	4	1	0
	09-Aug-2024	84	NA	NA	Yes	4	4	1	0
Risk Management Committee	25-Jul-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	No
Date of event	NA
Brief details of event	NA

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. June 30, 2024 was placed before the Board in its meeting held on August 09, 2024. 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 : **October 17, 2024**
Place : **Noida**

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

Name : Jaya Bhatia
Designation : Company Secretary & Compliance Officer

Date : October 17, 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: October 17, 2024
Place: Noida