infoedge

INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021
Registered Office: Ground Floor, 12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019
Corporate Office: B-8, Sector-132, Noida, Uttar Pradesh-201304
Tel.: +91-120-3082000, **Fax**: +91-120-3082095
Website: www.infoedge.in **E-mail**: investors@naukri.com

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting ('AGM') of the Members of Info Edge (India) Limited (the 'Company') will be held on Tuesday, August 25, 2026 at 5:30 P.M. IST, through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') organized by the Company, to transact the following business(es):

ORDINARY BUSINESS(ES):-

1. To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2026 and the Reports of the Board of Directors and Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2026 and the Report of the Auditors thereon.

2. To declare a final dividend of ₹3.60/- per equity share and to confirm the payment of two Interim Dividends of ₹2.40/- each per equity share on the face value of ₹2/- each fully paid up, already paid, for FY26.

3. To appoint a Director in place of Mr. Kapil Kapoor (DIN: 00178966), who retires by rotation, and being eligible, offers himself for re-appointment, by passing the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kapil Kapoor (DIN: 00178966), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS(ES):-

4. To appoint Branch Auditors and to fix their remuneration, by passing the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the recommendation of the Audit Committee, the Board of Directors of the Company be and is hereby authorized to appoint Auditors to conduct the audit of books of accounts of Branch Office(s) of the Company, whether existing or which may be opened/acquired hereafter, situated in countries other than India, in accordance with the laws of such country(ies) and to hold office until the conclusion of next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee(s) thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Branch Auditors, for the aforesaid term of their appointment and to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

5. To appoint Ms. Radha Rajappa (DIN: 08530439) as Director to be designated as a Non-Executive, Independent Director of the Company by passing the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Section 161(1) of the Companies Act, 2013 (the 'Act'), and other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, Ms. Radha Rajappa (DIN: 08530439), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from June 9, 2026, by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and approval of the Board, Ms. Radha Rajappa, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from June 9, 2026 upto June 8, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof or any person duly authorized by them, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto."

6. To appoint Mr. Rajesh Magow (DIN: 00195044) as Director to be designated as a Non-Executive, Independent Director of the Company by passing the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Section 161(1) of the Companies Act, 2013 (the 'Act'), and other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Rajesh Magow (DIN: 00195044), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from June 9, 2026, by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and approval of the Board, Mr. Rajesh Magow, who has submitted a declaration that he meets the criteria for independence as provided under

Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from June 9, 2026 upto June 8, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof or any person duly authorized by them, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto."

By Order of the Board
for **Info Edge (India) Ltd.**
Sd/-
Jaya Bhatia
Company Secretary
& Compliance Officer
Membership No: A33211

Place: Noida
Date: June 8, 2026

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No. 03/2025 dated September 22, 2025 read with other relevant circulars issued in this regard (collectively referred as 'MCA Circulars'), has permitted the companies to hold the AGM through VC/OAVM, without the physical presence of members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') has provided certain relaxations relating to the sending of Annual Report to the shareholders.

   In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), the Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at Ground Floor, 12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019, and the proceedings of the AGM shall be deemed to be made thereat.

   To comply with the provisions of the Listing Regulations, the Company is also providing one-way live webcast of the proceedings of AGM which can be viewed by the Members on the e-voting website of the National Securities Depository Limited ('NSDL') i.e. www.evoting.nsdl.com. Further, NSDL has also been engaged for facilitating e-voting to enable the Members to cast their votes electronically using Remote E-Voting system as well as E-Voting at the AGM. The procedure for participating in the Meeting through VC/OAVM is explained in the notes below.

2. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the framework provided in the MCA Circulars read with the Act and the Listing Regulations, through VC/OAVM, accordingly the facility for the appointment of Proxy by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.**

   However, Body Corporate Members intending to authorise their representatives to attend and vote at the AGM pursuant to Section 113 of the Act, are requested to send a certified copy (in PDF/JPEG Format) of the relevant Board Resolution/Authority letter, etc. in the manner prescribed under Section 'General Guidelines for shareholders'.

3. Members attending the AGM through VC/OAVM will be reckoned for the purpose of quorum as per Section 103 of the Act.

4. An Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto. Further, information under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ('SS-2') in respect of the Director(s) seeking appointment/re-appointment at the AGM (Item Nos. 3, 5 and 6 of the Notice) is given in Annexure-A to the Notice.

5. Final dividend of ₹3.60/- per fully paid up equity share on the face value of ₹2/- per fully paid up equity share for the financial year ended on March 31, 2026, as recommended by the Board of Directors at its meeting held on May 22, 2026, if approved by the Members at the AGM, will be paid, subject to deduction of tax at source, on or after September 2, 2026.

6. The Company has fixed Friday, July 24, 2026 as the 'Record Date' for determining the entitlement of Members for payment of Final Dividend for FY26, if approved at the AGM.

7. The Final Dividend for FY26 will be paid electronically through various online transfer modes to those Members who have updated their bank account details. Pursuant to SEBI Master Circular dated February 6, 2026 issued to the RTA read with relevant SEBI Circulars and Regulation 12 of the Listing Regulations, SEBI has mandated that dividend to the Members shall be paid only through electronic mode including to those who are holding securities in physical form. Such payment to the eligible Members holding physical shares shall be made only after they furnish their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature ('KYC'). In view of the same, Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent, M/s. MUFG Intime India Private Limited (formerly known as M/s. Link Intime India Private Limited) ('MUFG Intime' or 'RTA') (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date. Members may further refer, relevant FAQs published by SEBI on its website at the following link: www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

   RTA has implemented the following investor initiatives as part of their continuous endeavour to enhance investor servicing:

   - 'SWAYAM' is a secure, user-friendly web-based application, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at swayam.in.mpms.mufg.com
   - 'iDIA' is a Chatbot that utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Investors may talk to iDIA by visiting RTA's website at in.mpms.mufg.com.
   - FAQs –The FAQ section on the RTA's website has very detailed answers to probable investor queries. Please visit web.in.mpms.mufg.com/faq.html to find answers to your queries related to securities.

8. Members may note that the Income-Tax Act, 2025 (the 'IT Act'), mandates that dividends paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ('TDS') at the time of making the payment of final dividend. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

   For resident shareholders, taxes shall be deducted at source under Sections 393 and 397 of the IT Act as follows:

Members having valid Permanent Account Number ('PAN')	10%* or as notified by the Government of India
Members not having PAN/Invalid PAN/PAN not linked with Aadhaar (Inoperative PAN)	20% or as notified by the Government of India

   *As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall intimate his/her Aadhaar number to the income-tax authority in such form and manner, as prescribed. In case of failure to comply with this, the PAN allotted shall be deemed invalid/inoperative and, such person shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in Section 397 of the IT Act, i.e. 20% of tax deduction at source.

   However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during FY26 does not exceed ₹10,000/- and also in cases, where Members provide Form 121, subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding tax. PAN is mandatory for Members providing Form 121 or any other document as mentioned above.

For non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], taxes shall be deducted at source in accordance with the provisions of Section 393 of the IT Act, at the rates in force. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. copy of PAN Card, if available, No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, self-declaration fulfilling all conditions or any other document which may be required to avail the tax treaty benefits.

Members are requested to visit www.infoedge.in/InvestorRelations/Investor_Services_Tax for format of relevant declaration(s), instructions and information on this subject.

The aforesaid documents are required to be uploaded at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before Thursday, August 13, 2026. Please note that the Company will not accept any declaration/documents sent on any e-mail address. Kindly use the above link only for uploading tax-withholding documents/declaration. No communication would be accepted from Members after Thursday, August 13, 2026 regarding tax-withholding matters. Members may write to dividend.tds@infoedge.com for any clarifications on this subject.

The Company will issue soft copy of the TDS certificate to its shareholders through e-mail address registered with the Company/ MUFG Intime, post payment of the dividend. Members can also check & download the tax credit statement from the Income Tax Department's website from the following link www.incometax.gov.in/iec/foportal [refer to Form 168 (erstwhile Form 26AS)].

9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, Register of Contracts and Arrangements in which directors are interested maintained under Section 189 of the Act and Certificate from M/s. Chandrasekaran Associates, Company Secretaries ('Secretarial Auditors') with regard to the implementation of the Company's Employee Stock Option Schemes in accordance with relevant resolutions passed in the General Meeting and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 which has been subsequently replaced by the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, will be available for inspection in electronic mode during business hours on a working day, up to the date of the AGM. Members can inspect the same by sending an e-mail to investors@naukri.com.

11. In accordance with Regulation 40 of the Listing Regulations, as amended, any new transfer, transmission or transposition requests for securities shall be processed in demat/ electronic form only. Members holding shares in physical form are advised to avail the facility of dematerialization.

    Pursuant to SEBI Circulars dated July 2, 2025 and January 30, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration and such shares shall not be transferred/lien-marked/pledged during the said lock-in period. Members are requested to contact the Company or the RTA for assistance in this regard.

12. Members holding shares in dematerialized mode are requested to intimate all changes, if any, with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name, etc. to their Depository Participant ('DP'). These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better services to its Members. Members holding shares in physical mode shall intimate the said changes in the prescribed Form No. ISR -1 and other relevant forms and supporting documents. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

13. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Specimen Signature], shall not be eligible to get dividend in electronic mode. Accordingly, payment of dividend, subject to approval of the Members at the AGM, shall be paid to holders of physical shares only after the above details are updated in their folios. Pursuant to the above, the Company has sent individual letters to all the shareholders holding shares in physical form for furnishing their PAN, KYC details, etc. Members are requested to submit these details to the Company's RTA by using any one of the following modes for submission:

    a. through 'In Person Verification' (IPV): by producing the originals to the authorized person of the RTA at MUFG Intime India Private Limited, Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058, who will retain copy(ies) of the document(s).

    b. through Post: by furnishing hard copy of self-attested photocopy(ies) of the relevant document with date at aforesaid address.

    c. through electronic mode with e-sign:

        i. in case your e-mail is already registered with the Company, you may send the scanned copies of your KYC documents with e-sign at the dedicated e-mail-id: kyc@in.mpms.mufg.com. Kindly mention the e-mail subject line as 'KYC Updation - (Company Name) - Folio No :'

        ii. Members can also upload KYC documents with e-sign affixed on the documents on RTA website web.in.mpms.mufg.com/KYC/index.html using serial number printed on the 'KYC form' overleaf.

    Relevant formats for submitting the above-mentioned details are available on the website of the Company as detailed below:

Form for availing investor services to register PAN, e-mail address, bank details and other KYC details or changes/update thereof for securities held in physical mode	Form ISR-1
Confirmation of signature of securities holder by the Banker	Form ISR-2
For nomination as provided in the Rule 19(1) of the Companies (Share capital and debenture) Rules, 2014	Form SH-13
Declaration to opt out of nomination	Form ISR-3
Cancellation of nomination by the holder(s) (along with Form ISR-3)/Change of Nominee	Form SH-14
Form for requesting issue of duplicate share certificate and other service requests for shares held in physical form	Form ISR-4
The forms for updating the above details are available at: www.infoedge.in/InvestorRelations/Investor_Services_CS	

14. Members are requested to submit the Nomination details to their DPs in case the shares are held by them in electronic form and to the RTA, in case the shares are held in physical form.

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or of staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their de-mat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

16. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:

    a. the change in the residential status on return to India for permanent settlement.

    b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.

17. Those Members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof, as the same shall be transferred to the 'Investor Education and Protection Fund' ('IEPF') of the Central Government pursuant to Section 125 of the Act, after the respective dates mentioned against thereof. Kindly note that after such transfer, the Members will be entitled to claim such dividend from IEPF authority by following the procedure set out hereinbelow in this Notice.

Financial Year Ended	**Date on which unpaid/ unclaimed dividend become due for transfer to IEPF**
31.03.2019	13.09.2026
31.03.2020(I)	16.12.2026
31.03.2020(I)(Second)	16.03.2027
31.03.2021(I)	16.07.2028
31.03.2022(I)	10.02.2029
31.03.2022	27.09.2029
31.03.2023(I)	13.12.2029
31.03.2023	26.09.2030
31.03.2024(I)	12.12.2030
31.03.2024	01.10.2031
31.03.2025(I)	10.12.2031
31.03.2025	26.09.2032
31.03.2026(I)	16.12.2032
31.03.2026(I) (Second)	17.03.2033

Attention of the Members is drawn to the provisions of Section 124(6) of the Act, which mandates that a company shall transfer, in the name of IEPF Authority, all shares in respect of which dividend has not been paid or claimed for 7 (Seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company, having adhered to the prescribed procedure stipulated therein, transferred all shares in respect of which dividend declared was not paid or claimed by the Members for 7 (Seven) consecutive years or more. Members are advised to visit the web-link: www.infoedge.in/InvestorRelations/IR_Unpaid_Unclaimed to ascertain details of shares so transferred in the name of IEPF Authority.

To claim the shares transferred to IEPF Authority, the claimant Member is required to file the web based Form IEPF-5 from www.mca.gov.in. After filing of the said Form online, the claimant is required to send the duly filled e-form with his signature along with other required annexures to the RTA or the Company at its registered office address in an envelope marked as 'Claim for refund from IEPF Authority' for initiating the verification for claim. The Nodal Officer of the Company shall verify the documents and send its report to the IEPF Authority, which shall upon due satisfaction transfer the shares to the account of the claimant Member.

Further, details of the unpaid/unclaimed dividend (interim & final) transferred to the 'Unclaimed Dividend Account' are uploaded on the website of the Company at www.infoedge.in/InvestorRelations/IR_Unpaid_Unclaimed. Members willing to claim dividend that remain unclaimed are requested to correspond with the RTA or the Company.

18. **Process for dispatch of Annual Report and registration of e-mail address for obtaining copy of Annual Report:**

In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report for FY26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DP. Members may note that the Notice and Annual Report for FY26 will also be available on the Company's website www.infoedge.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL www.evoting.nsdl.com. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the web-link and QR code of Company's website from where the Annual Report for FY26 can be accessed. The Members of the Company are requested to send their request for registration of e-mail address by following the procedure given below for the purpose of receiving the AGM Notice along with Annual Report for FY26.

- **Registration of e-mail address for Members holding shares in physical form:**

  The Members may get their e-mail addresses registered/updated with RTA, by submitting Form ISR-1 and ISR-2 along with relevant documents with the Company's RTA which are available on their website at in.mpms.mufg.com → Resources → Downloads → KYC → Formats for KYC and on the website of the Company at: www.infoedge.in/InvestorRelations/Investor_Services_CS. To know more about registration process, please visit the website of RTA at web.in.mpms.mufg.com/KYC/index.html.

- **For Permanent Registration of e-mail addresses for Members holding shares in demat form:**

  It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail addresses, in respect of demat holdings with the respective Depository Participant by following the procedure prescribed by the Depository Participant.

  Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DPs/RTA to enable servicing of communication and documents electronically.

  Registering e-mail address will help in better communication between the Company and the Member, as an esteemed stakeholder and importantly will reduce use of paper, thereby contributing towards green environment.

  However, a Member is also entitled for getting the hard copy of the Notice along-with Annual Report upon making a request via e-mail to investors@naukri.com or to the RTA at investor.helpdesk@in.mpms.mufg.com.

19. **Procedure for joining the AGM through VC/OAVM:**

    NSDL will be providing facility for voting through Remote E-Voting, for participation through VC/OAVM facility and E-Voting during the AGM.

    The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure as mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first-come-first-served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the respective Chairperson of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.

20. **Procedure to raise questions/seek clarifications with respect to Annual Report at the AGM:**

    Members can submit their questions in advance from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to the Company's e-mail address i.e.

investors@naukri.com atleast 48 hours in advance before the start of the AGM i.e. by Sunday, August 23, 2026, 5.30 P.M. IST. The Company will endeavour to address the queries received from Members during the AGM or respond to them appropriately.

Further, the Members intending to require information about financial statements to be explained at the AGM are requested to write to the Company at least 10 (Ten) days in advance of the AGM at investors@naukri.com i.e. by Friday, August 14, 2026.

The Members, who would like to ask questions during the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number and mobile number. The request shall reach the Company's e-mail address i.e. investors@naukri.com atleast 48 hours in advance before the start of the AGM i.e. by Sunday, August 23, 2026, 5:30 P.M. IST. The Company will endeavour to provide an opportunity to the registered speakers to express their views or ask questions during the AGM, subject to availability of time.

The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

21. **Voting through electronic means:**

All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.

I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), SS-2 and the applicable Circulars, the Members are provided with the facility to cast their votes by electronic means through the Remote E-Voting platform provided by the NSDL. The Remote E-Voting period will commence on Friday, August 21, 2026, at 09:00 A.M. IST and will end on Monday, August 24, 2026, at 05:00 P.M. IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, August 18, 2026, may cast their vote through Remote E-Voting. The Remote E-Voting module will be disabled by NSDL for voting thereafter. The Remote E-Voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The manner of Remote E-Voting by Members is provided in the 'Instructions for Remote E-Voting' section which forms part of this Notice.

II. The Members can also update their mobile number and e-mail address in the user profile details of the folio, which may be used for sending future communication(s).

III. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, August 18, 2026. Any person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

IV. The Members who have cast their votes by Remote E-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but they shall not be entitled to cast their vote again in the AGM.

V. The Scrutinizer shall, immediately after the conclusion of the E-Voting at the AGM unblock the votes cast through Remote E-Voting and E-Voting at the AGM and submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, not later than 2 working days in terms of the Listing Regulations or 3 days in terms of the Act, whichever is earlier, from the conclusion of the AGM, to the Chairman of the Board or any other Director/person duly authorized by him in writing, who shall countersign the same & declare the results of the voting forthwith.

22. Any person who becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. Tuesday, August 18, 2026, can obtain user-ID & password by sending a request at evoting@nsdl.com or at evoting@naukri.com. However, if the Members are already registered with NSDL for Remote E-Voting, then they can use their existing user ID & password for casting their vote. If they forgot their password, they can reset their password by using 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com. Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under 'Access to NSDL E-Voting system'.

23. Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, failing him, Mr. Shashikant Tiwari (Membership No. F11919), Partner, failing him, Mr. Mohit Varshney (Membership No. A60762), Partner, M/s. Chandrasekaran Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting process i.e. Remote E-Voting and E-Voting at the AGM in a fair and transparent manner.

24. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of electronic voting for all those Members who are present and eligible to vote at the AGM but have not cast their votes by availing the Remote E-Voting facility.

25. The voting results shall be declared after the AGM of the Company within the above stipulated time. The voting results declared along with the consolidated Scrutinizer's Report shall be placed at the Registered/Corporate Office. Also, the same will be disseminated on the Company's website at www.infoedge.in and on the website of NSDL at www.evoting.nsdl.com and communicated to the Stock Exchanges where the shares of the Company are listed i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to Section 143(8) of the Companies Act, 2013 (the 'Act'), read with the Companies (Audit and Auditors) Rules, 2014, where a company has a branch office, the accounts of that office shall be audited either by the auditor of the company or by any other person qualified for appointment as an auditor of the company, or where the branch office is situated in a country outside India, the accounts of the branch office shall be audited either by the company's auditor or by an accountant or any other person duly qualified to act as an auditor of the accounts of the branch office in accordance with the laws of that country.

In order to meet the requirements of appointing Branch Auditors under the local laws of the country where the branch offices of the Company are situated viz. Riyadh, Qatar, Bahrain, Abu Dhabi and Dubai - DIC & Mainland, or any other branch office(s) which may be opened/acquired hereafter, approval of the Members is proposed to be sought in the ensuing Annual General Meeting in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at Item no. 4 of the accompanying Notice.

Details of the Branch Auditors proposed to be appointed for auditing the accounts of the existing branch offices of the Company are given below:

S. No.	Branch Name	Audit Firm	Accounting Period	Fees paid for FY25/CY25	Fees paid / payable for FY26/CY26
1.	Riyadh	AlKharashi & Co. (Mazars)	Financial Year	SAR 58,500	SAR 60,500
2.	Qatar	Ahmed Tawfik & Co. (Mazars)	Financial Year	QAR 11,000	QAR 11,000
3.	Bahrain	Moore Stephens	Calendar Year	BHD 530	BHD 530
4.	Abu Dhabi	Jaxa Chartered Accountants	Financial Year	AED 7,500	AED 7,500
5.	Dubai-DIC	Jaxa Chartered Accountants	Financial Year	AED 7,500	AED 7,500
6.	Dubai-Mainland	Jaxa Chartered Accountants	Financial Year	AED 7,500	AED 7,500

Note: Amount of fees given above is inclusive of fees for filing tax returns and exclusive of taxes.

The Members are requested to authorize the Board of Directors of the Company (including its Committees), to finalise the terms and conditions of appointment of above audit firm(s) or any other auditor firm(s) to conduct the audit of books of accounts of Branch Office(s) of the Company, in terms of the Resolution at Item No. 4 of the accompanying Notice, including audit fees payable for FY27/CY27, which shall not exceed increase of 20% over the audit fees paid/ payable to such firms for FY26/CY26, as given hereinabove.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on June 8, 2026, appointed Ms. Radha Rajappa (DIN: 08530439), as an Additional Director on the Board of the Company effective June 9, 2026, to be designated as a Non-Executive, Independent Director, in accordance with Section 161(1) of the Companies Act, 2013 (the 'Act') for a term of 5 (five) consecutive years, w.e.f. June 9, 2026 to June 8, 2031 (both days inclusive), not liable to retire by rotation, subject to approval of the Members by way of a Special Resolution.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Radha Rajappa for the office of Director of the Company.

Ms. Radha Rajappa has submitted a consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. She has confirmed that she is neither disqualified from being appointed as a Director under Section 164 of the Act nor debarred from holding the office of Director by virtue of any order of SEBI, the MCA or any other statutory authority.

Ms. Radha Rajappa has also submitted a declaration to the Company to the effect that she meets the criteria of Independence as provided under Section 149(6) of the Act along with the Rules made thereunder and provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). Further, Ms. Radha Rajappa has confirmed that in terms of Regulation 25(8) of Listing Regulations, she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence as an Independent Director of the Company.

Ms. Radha Rajappa has also confirmed her compliance with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that Ms. Radha Rajappa's skills, expertise, background and experience are aligned to the role and capabilities identified by the Nomination & Remuneration Committee and that Ms. Radha Rajappa is eligible for appointment as a Non-Executive, Independent Director. The Board is satisfied that the appointment of Ms. Radha Rajappa is justified due to the following reasons:

- She is an entrepreneurial business leader with over three decades in executive leadership roles in the technology industry.
- She has extensive expertise in digital transformation, IT products, and the adoption of emerging technologies, including Artificial Intelligence (AI) and Cloud.
- She has experience in consulting with firms in the private equity and technology space on strategy, market acceleration, value creation and digital transformation.
- Experience of serving on the boards of Indian listed companies bringing strong governance, strategic oversight and business leadership capabilities.

In the opinion of the Board, Ms. Radha Rajappa is a person of integrity and fulfills the conditions specified under the Act read with Rules made thereunder and the Listing Regulations for her appointment as a Non-Executive, Independent Director of the Company, and is independent of the Management. The Board is of the view that her rich experience and expertise will immensely benefit the Company and recommends her appointment as a Non-Executive, Independent Director.

Requisite information/disclosure including brief profile/experience etc. of the appointee as required under Regulation 36 of the Listing Regulations read with Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India are available in Annexure-A to the Notice and detailed profile is available on the website of the Company at www.infoedge.in/About/BoardOfDirectors.

Copies of the relevant documents pertaining to this Special Resolution at Item No. 5 are open for inspection by the Members and the same shall be made available for inspection in electronic form during business hours on a working day, upto the date of the Annual General Meeting. Any Member interested in obtaining such information may write to the Company Secretary at investors@naukri.com and the same will be furnished on request.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company at www.infoedge.in/pdfs/terms-and-conditions-of-appointment-of-independent-directors.pdf and are available for inspection.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the Members of the Company as a Special Resolution.

Ms. Radha Rajappa is interested in the resolution set out at Item No. 5 of this Notice with regard to her appointment. The relatives of Ms. Radha Rajappa may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 6

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on June 8, 2026, appointed Mr. Rajesh Magow (DIN: 00195044), as an Additional Director on the Board of the Company effective June 9, 2026, to be designated as a Non-Executive, Independent Director, in accordance with Section 161(1) of the Companies Act, 2013 (the 'Act') for a term of 5 (five) consecutive years, w.e.f. June 9, 2026 to June 8, 2031 (both days inclusive), not liable to retire by rotation, subject to approval of the Members by way of a Special Resolution.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Rajesh Magow for the office of Director of the Company.

Mr. Rajesh Magow has submitted a consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. He has confirmed that he is neither disqualified from being appointed as a Director under Section 164 of the Act nor debarred from holding the office of Director by virtue of any order of SEBI, the MCA or any other statutory authority.

Mr. Rajesh Magow has also submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act along with the Rules made thereunder and provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). Further, Mr. Rajesh Magow has confirmed that in terms of Regulation 25(8) of Listing Regulations, he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence as an Independent Director of the Company.

Mr. Rajesh Magow has also confirmed his compliance with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that Mr. Rajesh Magow's skills, expertise, background and experience are aligned to the role and capabilities identified by the Nomination & Remuneration Committee and that Mr. Rajesh Magow is eligible for appointment as a Non-Executive, Independent Director. The Board is satisfied that the appointment of Mr. Rajesh Magow is justified due to the following reasons:

- He has three decades of professional experience in finance, operations, strategy and business leadership.
- He has immense experience in technology industry, leading various businesses, driving digital transformation initiatives and leveraging technology to create disproportionate value for customers.
- He has successfully led technology-driven businesses through periods of growth and transformation.
- He has practical wisdom, sound judgement, financial acumen and extensive leadership experience.

In the opinion of the Board, Mr. Rajesh Magow is a person of integrity and fulfills the conditions specified under the Act read with Rules made thereunder and the Listing Regulations for his appointment as a Non-Executive, Independent Director of the Company, and is independent of the Management. The Board is of the view that his rich experience and expertise will immensely benefit the Company and recommends his appointment as a Non-Executive, Independent Director.

Requisite information/disclosure including brief profile/experience etc. of the appointee as required under Regulation 36 of the Listing Regulations read with Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India are available in Annexure-A to the Notice and detailed profile is available on the website of the Company at www.infoedge.in/About/BoardOfDirectors.

Copies of the relevant documents pertaining to this Special Resolution at Item No. 6 are open for inspection by the Members and the same shall be so made available for inspection in electronic form during business hours on a working day, upto the date of the Annual General Meeting. Any Member interested in obtaining such information may write to the Company Secretary at investors@naukri.com and the same will be furnished on request.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company at www.infoedge.in/pdfs/terms-and-conditions-of-appointment-of-independent-directors.pdf and are available for inspection.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval by the Members of the Company as a Special Resolution.

Mr. Rajesh Magow is interested in the resolution set out at Item No. 6 of this Notice with regard to his appointment. The relatives of Mr. Rajesh Magow may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board
for **Info Edge (India) Ltd.**

Sd/-

Jaya Bhatia
Company Secretary
& Compliance Officer
Membership No: A33211

Place: Noida
Date: June 8, 2026

Annexure-A

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting

[Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

(Item Nos. 3, 5 and 6)

Name of the Director	**Mr. Kapil Kapoor**	**Ms. Radha Rajappa**	**Mr. Rajesh Magow**
Director Identification Number (DIN)	00178966	08530439	00195044
Designation	Non-Executive Chairman	Additional Director	Additional Director
Category	Non-Executive Director (Non-Promoter)	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth (Age in years)	August 6, 1964 (61)	November 29, 1966 (59)	October 20, 1968 (57)
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	October 1, 2002	June 9, 2026	June 9, 2026
Qualification	A Degree in Bachelor of Arts (Economics) from the University of Delhi and a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Ahmedabad.	A Degree in Electronics and Communications Engineering and a Management Degree from the Indian Institute of Management, Bangalore.	Chartered Accountant
Experience and expertise in Specific Functional Area	Mr. Kapoor has extensive Managerial and Strategic Planning experience.	Ms. Rajappa has extensive experience in executive leadership roles in the technology industry.	Mr. Magow has extensive professional experience across finance, operations, strategy and business leadership.
Brief Profile	Mr. Kapil Kapoor started his professional career in 1987 with Nestlé India Limited. He later worked with Bausch & Lomb, where he was part of the start-up team that launched RayBan Sunglasses and the Bausch & Lomb vision care range in India. He subsequently went on to manage the overseas marketing territories of Russia, Ukraine and East Africa in addition to the SAARC region. In 1996, Mr. Kapoor relocated to Thailand as the Managing Director for Bausch & Lomb, Thailand and Commercial Director for South East Asia and the SAARC region. Mr. Kapoor then joined Timex Group and was Chairman and Managing Director of the publicly held Timex Group India Limited from October 2000 onwards. He also managed the Asia Pacific region for the Group from 2003 and eventually went onto become the Global Chief Operating Officer of Timex Group, USA from 2009 until	Ms. Radha Rajappa is an entrepreneurial business leader with over three decades in executive leadership roles in the technology industry. She has successfully incubated, led and hyper-scaled several Digital and Technology businesses during her 16 years' stint at Mindtree. She has worked with global technology giants IBM and Microsoft, during their respective transformative years, helping customers navigate the rapidly evolving technological waves. Currently, she is deeply involved in early-stage Tech startups helping them navigate the constantly changing paradigms of business. As the executive chairperson of the Industrial AI startup Flutura, she catalyzed a prestigious and deeply valued exit to Accenture.	Mr. Rajesh Magow is the Co-Founder and Group Chief Executive Officer of MakeMyTrip, India's leading online travel company, with extensive professional experience across finance, operations, strategy and business leadership. He brings experience in information technology and e-commerce industries. He has been associated with MakeMyTrip since 2006 and has been responsible for overseeing strategic direction, spearheading growth and shaping long term vision across its portfolio. Prior to joining MakeMyTrip, he was associated with Aptech Computer Education, Technovate Data and Services Private Limited, a wholly-owned subsidiary of eBookers.com, and Voltas Limited. Mr. Rajesh Magow has been the chair of the FICCI Committee on Tourism for 2025-2026 and has also been elected as governing

Name of the Director	Mr. Kapil Kapoor	Ms. Radha Rajappa	Mr. Rajesh Magow
	2013. Mr. Kapoor is the founder and trustee of Ashoka University. He is also an angel investor across different sectors and geographies. He has also been an announcer with All India Radio in his student years.	Ms. Rajappa is also an Executive Coach helping professionals sharpen their innate potential to deal with change and realize their true potential. Ms. Rajappa serves as an independent director on the boards of Zensar Technologies, Bata India and Kfintech. She is also a director on the board of Vunet Systems, a deep tech startup creating a new business category of Business Journey Observability.	council member of Internet and Mobile Association of India (IAMAI) for the term 2025–2027. Mr. Magow has received multiple industry awards, including the Ernst & Young Entrepreneur of the Year-Services (2024), Times Now India's Impactful CEO (2024), The Economic Times Human Capital Awards as the People-Focused CEO of the Year (2023), and ET Retail eDNA E-commerce Leader of the Year (2023).
Skills and capabilities required for the role and the manner in which Director meets such requirements	NA. Applicable only for Independent Directors.	Please refer the Explanatory Statement.	Please refer the Explanatory Statement.
Terms & Conditions of appointment/re-appointment including remuneration sought to be paid	Mr. Kapoor is the Chairman of the Board and a Non-Executive Director of the Company, liable to retire by rotation. He is eligible for receiving sitting fees for attending Meetings of the Board and its Committees, of which he is a member/ chairman in accordance with the provisions of the Companies Act, 2013 (the 'Act'). He is also eligible to receive commission, as may be determined by the Board, within the aggregate limit of 1% (one percent) of the net profits of the Company for each financial year, calculated in accordance with Section 198 of the Act. However, Mr. Kapoor has not drawn any commission till date, in line with the Company's Remuneration Policy.	Appointment as an Independent Director for a period of 5 (five) consecutive years commencing from June 9, 2026 up to June 8, 2031 (both days inclusive). The terms & conditions of her appointment shall be governed by the Letter of appointment. Ms. Rajappa shall be eligible to receive remuneration as approved by the Members in their meeting held on August 25, 2025 or as may be determined by the Board/ Members from time to time, in line with the Company's Remuneration Policy.	Appointment as an Independent Director for a period of 5 (five) consecutive years commencing from June 9, 2026 up to June 8, 2031 (both days inclusive). The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment. Mr. Magow shall be eligible to receive remuneration as approved by the Members in their meeting held on August 25, 2025 or as may be determined by the Board/ Members from time to time, in line with the Company's Remuneration Policy.
Remuneration Last Drawn	Please refer Report on Corporate Governance for details.	Not Applicable*	Not Applicable*
Relationship with other Directors/Manager/KMP	None	None	None
No. of Shares held in the Company including shareholding as a beneficial owner as on date of this Notice	11,555,795 equity shares	Nil	Nil
No. of Board Meetings attended during FY26, out of total 19 (Nineteen) Board Meetings held during FY26	19 (Nineteen)	Not Applicable*	Not Applicable*

Name of the Director	Mr. Kapil Kapoor	Ms. Radha Rajappa	Mr. Rajesh Magow
Chairmanship/ membership of the Committee(s) of the Board of the Company as on the date of this Notice	• Nomination & Remuneration Committee (Member) • Stakeholders' Relationship Committee (Member)	None	None
Other board membership as on the date of this Notice	**Listed Company:** • Niyogin Fintech Limited **Unlisted Companies:** • International Foundation for Research and Education • Smartweb Internet Services Limited	**Listed Companies:** • Bata India Limited • Zensar Technologies Limited • KFin Technologies Limited **Unlisted Company:** • Vunet Systems Private Limited **Foreign Companies:** • Zensar Technologies Inc. • Zensar Technologies (UK) Limited	**Listed Foreign Company:** • MakeMyTrip Limited
Chairmanship/ membership of Committee(s) of the other Boards as on the date of this Notice	**Niyogin Fintech Limited:** • Nomination & Remuneration Committee (Chairman) • Audit Committee (Member) • Stakeholders' Relationship Committee (Member)	**Bata India Limited:** • Audit Committee (Member) • Stakeholders' Relationship Committee (Member) • Nomination & Remuneration Committee (Chairperson) • Risk & Compliance Management Committee (Member) • Technology Committee (Chairperson) **Zensar Technologies Limited:** • Risk Management Committee (Chairperson) • Nomination & Remuneration Committee (Member) • Sustainability and CSR Committee (Member) • Merger and Acquisition Committee (Member) **KFin Technologies Limited:** • Audit Committee (Member) • Corporate Social Responsibility Committee (Chairperson) • IT Strategy Committee (Member) • Committee of Independent Independent Directors (Member)	Nil
Listed entities from which the person has resigned in the past 3 (three) years	None	None	None

* The appointment of Ms. Radha Rajappa and Mr. Rajesh Magow is effective from June 9, 2026.

The Instructions for Remote E-Voting are as under:

The way to vote electronically on NSDL E-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL E-Voting system

A) <u>Login method for E-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode</u>

In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts to access E-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page. Click on company name or E-Voting service provider i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-Voting services under Value added services. Click on "**Access to E-Voting**" under E-Voting services and you will be able to see E-Voting page. Click on company name **or E-Voting service provider i.e. NSDL** and you will be re-directed to E-Voting website of NSDL for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile. Once the home page of E-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page. Click on company name or **E-Voting service provider i.e. NSDL** and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL mobile app "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach E-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the E-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see E-Voting page of the E-Voting service provider for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers, so that the user can visit the E-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL's website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN from E-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the E-Voting option where the e-voting is in progress and able to directly access the system of all E-Voting service providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. 2. Upon logging in, you will be able to see E-Voting option. Click on E-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see E-Voting feature. 3. Click on company name or E-Voting service provider i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use "Forget User ID" and "Forget Password" option available at above mentioned website.

Helpdesk for Individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for E-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL E-Voting website?

1. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at www.evoting.nsdl.com with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on E-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 140525 then user ID is 140525001***

5. Password details for shareholders other than individual shareholders are given below:

   a) If you are already registered for E-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL E-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL and open the attachment i.e. (.pdf) file. The password to open the (.pdf) file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The (.pdf) file contains your 'User ID' and your 'initial password'.

      (ii) If your e-mail ID is not registered, please follow steps mentioned below **in process for those shareholders whose e-mail ids are not registered.**

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

   i) Click on '**Forgot User Details/ Password**?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   ii) Click on **Physical User Reset Password**? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address, etc.

   iv) Members can also use the OTP (One Time Password) based login for casting the votes on the E-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of E-Voting will open.

Step 2: Cast your vote electronically and join the AGM on NSDL E-Voting system

How to cast your vote electronically and join AGM on NSDL E-Voting system?

1. After successful login at Step 1, you will be able to see 'EVEN' of all the companies in which you are holding shares and whose voting cycle and general meeting is in active status.

2. Select 'EVEN' of Company for which you wish to cast your vote during the Remote E-Voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on 'VC/ OAVM' link placed under 'Join Meeting'.
3. Now you are ready for E-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM and vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter, etc. by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'E-Voting' tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and E-Voting user manual for shareholders available at the 'Download' section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Associate Vice President, NSDL at the designated email address evoting@nsdl.com. The postal address of NSDL is 3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051.

Webcast of the AGM:

1. The shareholders are informed that the Company will be providing a facility to view the live streaming of the AGM Webcast on the NSDL website. You may access the same by following the Remote E-Voting process as given above in the Notice. The link will be available in shareholder login where the EVEN of Company will be displayed.

2. The Webcast facility will be available from 5:30 P.M. IST onwards on Tuesday, August 25, 2026.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and E-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com or contact Ms. Jaya Bhatia, Company Secretary & Compliance Officer at investors@naukri.com.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for E-Voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode, please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self- attested scanned copy of Aadhaar card by e-mail to investors@naukri.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self- attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card to investors@naukri.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for E-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively Members may send a request to evoting@nsdl.com for procuring user id and password for E-Voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their

demat account in order to access E-Voting facility.

Instructions for Members for E-Voting on the day of the AGM are as under:

1. The procedure for E-Voting on the day of the AGM is same as the instructions mentioned above for Remote E-Voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system in the AGM.
3. Members who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for E-Voting on the day of the AGM shall be the same person mentioned for Remote E-Voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL E-Voting system. Members may access by following the steps mentioned above for **Access to NSDL E-Voting system**. After successful login, you can see link of '**VC/OAVM link**' placed under '**Join meeting**' menu against the Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for E-Voting or have forgotten the User ID/Password may retrieve the same by following the Remote E-Voting instructions.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@naukri.com. The same will be replied by the Company suitably.

Information at a glance

Particulars	Details
Date and time of AGM	Tuesday, August 25, 2026, at 5:30 P.M. IST
Mode	Video Conferencing (VC)/Other Audio-Visual Means (OAVM)
Helpline number for VC/OAVM participation	022-48867000
Webcast and transcripts	www.infoedge.in/InvestorRelations/IR_AGM_Notice
Final dividend record date	Friday, July 24, 2026
Final dividend payment date	On or after Wednesday, September 2, 2026
Information of tax on final dividend 2025-26	www.infoedge.in/InvestorRelations/Investor_Services_Tax
Cut-off date for E-Voting	Tuesday, August 18, 2026
Remote E-Voting start date and time	Friday, August 21, 2026 at 9:00 A.M. IST
Remote E-Voting end date and time	Monday, August 24, 2026 at 5:00 P.M. IST
E-Voting website of NSDL	www.evoting.nsdl.com
Name, address and contact details of E-Voting service provider	Contact name: Ms. Pallavi Mhatre-Associate Vice President **National Securities Depository Limited**, 301, 3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 Contact details: E-mail ID: evoting@nsdl.com Contact number: 022-48867000
Name, address and contact details of Registrar and Transfer Agent	Contact name: Mr. Shamwant Kushwah-Senior Associate **MUFG Intime India Private Limited,** Noble Heights, 1st Floor, Plot NH2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi- 110058 Contact details: E-mail ID: investor.helpdesk@in.mpms.mufg.com Contact number: 011-49411000