



INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

Registered Office: Ground Floor, GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019

Corporate Office: B-8, Sector-132, Noida- 201304, Uttar Pradesh

Tel.: 0120-3082000, **Fax:** 0120-3082095

Website: <http://www.infoedge.in>, **E-mail:** investors@naukri.com

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting (AGM) of the members of Info Edge (India) Ltd. (the Company) will be held on Friday, August 27, 2021 at 05:30 P.M. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) organized by the Company, to transact the following businesses. The venue of the Meeting shall be deemed to be the Registered Office of the Company at GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019.

ORDINARY BUSINESS(ES):-

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the year ended on March 31, 2021 and the Report of the Auditors thereon.
2. To confirm payment of interim dividend of Rs.8.00/- per equity share of Rs.10/- each fully paid up, already paid, for the financial year 2020-21.
3. To appoint a Director in place of Mr. Hitesh Oberoi (DIN: 01189953), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Branch Auditors and to fix their remuneration by passing the following Resolution, with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to 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, the Board of Directors of the Company be and are hereby authorized to appoint Auditors to conduct the audit of books of accounts of Branch Office(s) of the Company 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 (including the Audit Committee thereof), be and are 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.”

SPECIAL BUSINESS(ES):-

5. **To re-appoint Mr. Ashish Gupta as an Independent Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of

Association of the Company, Mr. Ashish Gupta (DIN: 00521511), who was appointed as an Independent Director with effect from July 21, 2017 for a term of 5 (five) consecutive years by the shareholders in their Annual General Meeting held on July 24, 2018, and who holds office of Independent Director up to July 20, 2022 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 4 (four) consecutive years on the Board of the Company effective from July 21, 2022 to July 20, 2026.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. To consider and approve the Continuation of Ms. Bala C Deshpande as a Non-Executive Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Non-Executive Director, approval of the members of the Company be and is hereby accorded for continuation of Ms. Bala C Deshpande (DIN: 00020130) as a Non-Executive Director, liable to retire by rotation, on the Board of the Company for 1 (one) year effective from April 01, 2022 till March 31, 2023, after expiry of her present tenure as an Independent Director.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to resolution and to do all things incidental and ancillary thereto.”

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

Sd/-

MM Jain

SVP- Secretarial & Company Secretary
Membership No: F9598

Place: Noida

Date: July 05, 2021

NOTES:

- 1. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**

Corporate members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 (the “Act”), are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. authorizing its representatives to attend the AGM, by e-mail to investors@naukri.com.

Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

2. An Explanatory Statement pursuant to Section 102(1) of the Act, is annexed hereto.
3. The Board of Directors have considered and decided to include the Item nos. 5 & 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
4. In view of the continuing lockdown restrictions on the movement of people at several places in the country, due to outbreak of second wave of COVID-19 pandemic, pursuant to the General Circular numbers 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 02/2021 dated January 13, 2021 (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Companies are allowed to conduct the AGM through VC or OAVM during the calendar year 2021.
5. The Register of Members and Share Transfer Books shall remain closed from Saturday, August 21, 2021 to Friday, August 27, 2021 (both days inclusive).
6. Interim dividend at the rate of Rs. 8.00/- per equity share fully paid up for the year ended March 31, 2021 as paid on July 05, 2021 is subject to confirmation of shareholders at this AGM.
7. 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.
8. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel & Shareholding, Register of Contracts and Arrangements in which directors are interested and Certificate from Statutory Auditors of the Company certifying that the implementation of ESOP Scheme is in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to investors@naukri.com.
9. Members intending to require information about financial statements to be explained at the meeting are requested to write to the Company at least ten days in advance of the AGM at investors@naukri.com.
10. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN: 101049W/E300004) were appointed as the Statutory Auditors of the Company in the 22nd Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2021-22 subject to ratification by members at every Annual General Meeting. The Companies (Amendment) Act, 2017, effective May 7, 2018 had done away with the requirement of annual ratification of appointment of Statutory Auditor. However, as a measure of good corporate governance practice, the Company had put the matter before shareholders in the 23rd Annual General Meeting for seeking their approval for ratification of appointment of the Statutory Auditors for the Financial Year ended March 31, 2019. Members also affirmed that in accordance with the amended Section 139 of the Act, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company, shall not require any annual ratification for remaining period of their appointment from the conclusion of Twenty-Fourth Annual General Meeting till the conclusion of Twenty-Seventh Annual General Meeting of the Company. Accordingly, you will notice that the ordinary business item relating to appointment/ratification of the appointment of Auditors is not part of this Notice.
11. Information under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 in respect of Directors seeking appointment/re-appointment at the AGM (Item nos. 3,5 & 6 of the Notice) is given in Annexure-A hereinafter.
12. Members holding shares in dematerialized mode are requested to intimate all changes 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. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better services to the members.

13. Members holding shares in physical form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/RTA, namely M/s. Link Intime India Pvt. Ltd.
14. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
- The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
15. 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 will be transferred to the "Investor Education and Protection Fund" of the Central Government pursuant to Section 125 of the Act, after the respective dates mentioned there against. Kindly note that after such transfer, the members will not be entitled to claim such dividend from the Company.

Financial Year Ended	Date on which unpaid dividend become due for transfer
31.03.2014	17.08.2021
31.03.2015(I)	15.11.2021
31.03.2015	26.08.2022
31.03.2016(I)	05.12.2022
31.03.2016(I)(Second)	11.04.2023
31.03.2016	N.A.
31.03.2017(I)	26.11.2023
31.03.2017(I)(Second)	23.03.2024
31.03.2017	20.08.2024
31.03.2018(I)	30.11.2024
31.03.2018(I)(Second)	02.03.2025
31.03.2018	23.08.2025
31.03.2019(I)	29.11.2025
31.03.2019(I)(Second)	28.02.2026
31.03.2019	12.09.2026
31.03.2020(I)	11.12.2026
31.03.2020(I)(Second)	11.03.2027

Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires a company to 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, after following the prescribed procedure in accordance with the said Rules, transferred all shares in respect of which dividend declared has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://infoedge.in/ir-unpaid-unclaimed-dividends.asp> to ascertain details of shares so transferred in the name of IEPF Authority.

To claim the shares transferred to IEPF, the claimant member is required to download the Form IEPF-5 from www.mca.gov.in and fill it offline. After successful pre-scrutiny of the E-form, it is required to

be uploaded on the MCA website. After filing of the Form online, the claimant is required to send the duly filled E-form with his signature along with other required Annexures to 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 who shall upon due satisfaction transfer the shares to the account of the claimant member.

16. **Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report**

In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant. Members may note that the Notice and Annual Report 2020-21 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 National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.

The members of the Company are requested to send their request for registration of email address following the procedure given below for the purpose of receiving the AGM Notice alongwith Annual Report 2020-21.

You may temporarily get your email address registered with the Company’s RTA by clicking the link: https://linkintime.co.in/EmailReg/Email_Register.html and following the registration process as guided thereafter. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in, under Help section or Call on Tel no.: 022 – 49186000.

For permanent registration of email address, the shareholders are however requested, in respect of electronic holdings, to register their email address with the Depository through the concerned Depository Participants with whom you hold your demat account. In respect of physical holding, please send your email address for registration to the Registrar & Share Transfer Agents of the Company, M/s Link Intime India Pvt. Ltd. at https://linkintime.co.in/EmailReg/Email_Register.html providing Folio No., name of the shareholder, scanned copy of the share certificate (front & back), PAN (Self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/RTA to enable servicing of communication and documents electronically. In case of any queries, shareholder may write either to the Company at investors@naukri.com or to the RTA at aforesaid email id provided above.

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

17. **Procedure for joining the AGM through VC/OAVM**

NSDL will be providing facility for voting through Remote E-Voting, for participation in the 26th AGM through VC/OAVM facility and e-Voting during the 26th AGM.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 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 Chairpersons of the Audit Committee, Nomination and 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.

Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 26th AGM:

Members can submit their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address i.e. investors@naukri.com at least 48 hours in advance before the start of the AGM i.e. by August 25, 2021 by 05:30 P.M. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

Members, who would like to ask questions during the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP-ID and Client-ID number/folio number and mobile number, to reach the Company's email address i.e. investors@naukri.com at least 48 hours in advance before the start of the AGM i.e. August 25, 2021 by 05:30 P.M. IST. Those Members who have registered themselves as a speaker shall be allowed to express their views or ask questions during the AGM.

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

18. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the depository participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA of the Company.
20. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
21. 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 Depository Participants and holdings should be verified.

22. Voting through electronic means:

All the shareholders 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 Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) and the Circulars, members are provided with the following alternatives by which they may cast their votes:
 - (i) by electronic means through the Remote E-Voting platform provided by the National Securities Depository Limited (NSDL). The Remote E-Voting period will commence on Monday, August 23, 2021 at (9:00 A.M. IST) and will end on Thursday, August 26, 2021 at (5:00 P.M. IST). The Remote E-Voting module will be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 email Id in their demat accounts in order 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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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 held 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 options available against company name or e-Voting service provider - 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.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-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 abovementioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method 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: <https://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 <https://eservices.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 101456 then user ID is 101456001***

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. 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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 email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) 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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) 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.

Details on Step 2 is given below:

<p><u>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</u></p> <ol style="list-style-type: none"> 1. After successful login at Step 1, you will be able to see all the companies "EVEN" 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 General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General 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/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in.

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.
The Webcast facility will be available from 05:30 P.M. onwards on Friday, August 27, 2021.
2. 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 toll free no.: 18001020990 and 1800224430 or send a request at evoting@nsdl.co.in or contact Mr. MM Jain, Company Secretary at email: investors@naukri.com.

Process for those shareholders whose email 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), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email 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, PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar 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 shareholders/members may send a request to evoting@nsdl.co.in 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 email ID correctly in their demat account in order to access e-Voting facility.

THE 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/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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. Member 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 General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 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.
- II. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - III. The e-voting period commences on Monday, August 23, 2021 (9:00 A.M. IST) and ends on Thursday, August 26, 2021 (5:00 P.M. IST). The voting shall not be allowed beyond the said date and time. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 20, 2021, may cast their vote through remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - IV. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, August 20, 2021. Any person who is not a member as on the record date should treat the notice only for information purpose only.
 - V. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
 - VI. The Scrutinizer shall, immediately after the conclusion of the voting at the Twenty Sixth Annual General Meeting first count the votes casted at the Twenty Sixth Annual General Meeting, thereafter, unblock

the votes cast through Remote e-voting and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, not later than 2 working days in terms of Listing Regulations or 3 days in terms of Act, whichever is earlier from the conclusion of the Twenty Sixth Annual General Meeting, to the Chairman of the Company or any other director/person duly authorized by him in writing, who shall countersign the same & declare the results of the voting forthwith.

23. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 20, 2021 can obtain user-ID & password by sending a request at evoting@nsdl.co.in or at evoting@naukri.com. However, if you are already registered with NSDL for Remote e-voting, then you can use your existing user ID & password for casting your vote. If you forgot your password, you can reset your 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".
24. Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, failing him Dr. S. Chandrasekaran (Membership No. F1644), Senior Partner, failing him Mr. Shashikant Tiwari (Membership No. A28994), Partner, M/s Chandrasekaran Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
25. 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 at the AGM but have not cast their votes by availing the remote e-Voting facility.
26. The Results shall be declared after the AGM of the Company within above stipulated time. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.infoedge.in and on the website of NSDL and communicated to the Stock Exchanges.

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

Item No. 5

Mr. Ashish Gupta (DIN:00521511) was appointed as an Independent Director on the Board of the Company with effect from July 21, 2017 for a term of 5 (five) consecutive years by the shareholders in their Annual General Meeting held on July 24, 2018 pursuant to the provisions of Section 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He holds office as Independent Director of the Company up to July 20, 2022 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). Section 149 of the Act and provisions of the Listing Regulations inter-alia prescribe that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Ashish Gupta as Independent Director for a second term on the Board of the Company. The performance evaluation of Mr. Ashish Gupta was done during each year of his current tenure. Some of the performance indicators based for such evaluation were – attendance in the Board / Committee meetings, quality of participation/preparation, ability to provide leadership, work as team player, commitment to protecting/enhancing interests of all shareholders and contribution in implementation of best governance practices etc. The brief resume of Mr. Ashish Gupta is available in the Annexure A to the Notice and detailed profile is available on the website of the company at <http://www.infoedge.in/>.

The Board, based on the performance evaluation of Mr. Ashish Gupta and as per the recommendation of the Nomination & Remuneration Committee, considers that, he is a well-respected professional who brings a wealth of experience and business acumen to the Board. His vast experience in the realm of

Silicon Valley expertise, integrity and proficiency will provide invaluable insights to the Company as Info Edge pivots its service offerings with an intent of digital transformation. Further, given his contributions made by him during his first tenure, the continued association of Mr. Ashish Gupta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Board of Directors of the Company at its meeting held on July 05, 2021 on the recommendation of Nomination & Remuneration Committee, has recommended the re-appointment of Mr. Ashish Gupta (DIN: 00521511) as an Independent Director of the Company for a second term for 4 (four) consecutive years, for the approval of the shareholders at this Annual General Meeting.

Mr. Ashish Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ashish Gupta for the office of Independent Director of the Company.

The Company has also received declarations from Mr. Ashish Gupta that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, Mr. Ashish Gupta fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Mr. Ashish Gupta is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Copy of draft letter of appointment of Mr. Ashish Gupta setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Ashish Gupta is interested in the resolution set out at item no. 5 of the Notice and his relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. 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.

Item no 6.

Ms. Bala C Deshpande (DIN: 00020130) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. She held office as Independent Director of the Company up to March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director shall hold office for a term of upto five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms of maximum five years each.

On the basis of the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors in its meeting held on January 29, 2019, proposed the matter of re-appointment of the aforementioned Independent Director to shareholders by way of Postal Ballot to hold office for a second term of up to 3 (three) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2022.

As her second term as an Independent Director nears end on March 31, 2022, the Board has in its meeting held on July 05, 2021, pursuant to recommendation of the NRC Committee and subject to the prior approval of the Shareholders, decided to continue with Ms. Bala C Deshpande as a Non-Executive Director on the

Board of the Company for one year after expiry of her present tenure as an Independent Director i.e. with effect from April 01, 2022 till March 31, 2023. The Board feels that continuation of Ms. Bala C Deshpande on the Board, for the time being is vitally important for tackling the challenges around seamless continuity of the Board, seeking the continued benefits of the rich & varied experience of Ms. Bala C Deshpande who has been long associated with the Company and giving reasonable time & flexibility to the NRC & Board to identify suitable candidate for recommending her/his appointment as Independent Directors with the right level of leadership ability and skills, particularly in view of the continued pandemic situation where physical meetings are rendered difficult to have face-to-face interactions with potential candidates due to travel & health advisory restrictions imposed by the Govt.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the continuation of Ms. Bala C Deshpande as a Non-Executive Director on the Board of the Company for one year. The performance evaluation of Ms. Bala C Deshpande was done during each year of her current tenure. Some of the performance indicators based for such evaluation were – attendance in the Board / Committee meetings, quality of participation/preparation, ability to provide leadership, work as team player, commitment to protecting/enhancing interests of all shareholders and contribution in implementation of best governance practices etc. The brief resume of Ms. Bala C Deshpande is available in the Annexure A to the Notice and detailed profile is available on the website of the company at <http://www.infoedge.in/>.

Ms. Bala C Deshpande is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Bala C Deshpande for the office of Non-Executive Director of the Company.

Ms. Bala C Deshpande is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Ms. Bala C Deshpande is interested in the resolution set out at item no. 6 of the Notice and her relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the resolution set out at item no. 6 of the Notice for approval by the members of the Company as an Ordinary Resolution.

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

Sd/-

MM Jain

SVP- Secretarial & Company Secretary
Membership No: F9598

Place: Noida
Date: July 05, 2021

Annexure A

**Details of the Directors seeking appointment/ re-appointment in the Annual General Meeting
[Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and
Secretarial Standard – 2 issued by the Institute of Company Secretaries of India]**

(Item No. 3, 5 & 6)

Name of the Director	Hitesh Oberoi	Ashish Gupta	Bala C Deshpande
DIN	01189953	00521511	00020130
Date of Birth (Age)	05/06/1972 (49)	18/12/1966 (54)	15/04/1966 (55)
Date of First Appointment on Board	25/05/2001	21/07/2017	01/04/2014
Relationship with Directors /Manager/KMP	None	None	None
Experience & Expertise in Specific Functional Area	Wide experience in Sales & Marketing operations, setting up new businesses & rich experience in Finance & Management.	Mr. Gupta is one of the pioneers of angel investing in India and has wide experience in IT entrepreneurship, and venture capitalism.	Ms. Deshpande is an experienced Private Equity Investor. She has deep experience in the investing field and has seen the full cycle several times over. She has generated returns in her portfolio through her deep strategic and business building perspectives. She has executed over 25 exits including IPO, buyback, strategic sale and capital market divestments.
Qualification	Bachelor's Degree in Computer Science from IIT, Delhi & Masters of Business Administration from IIM, Bangalore.	Bachelor's degree in computer science from Indian Institute of Technology, Kanpur and doctorate from Stanford University, U.S.A in database technology.	MA (Economics) and Master of Management Studies
Experience / Brief Resume	He obtained his bachelor's degree in computer science and engineering from the Indian Institute of Technology, Delhi in 1994 and a postgraduate diploma in management from Indian Institute of Management, Bangalore in 1996. Prior to joining the Company, he was the regional planning and distribution manager (North India) for the ice cream division of Hindustan Lever Limited, the Indian arm of Unilever Plc, where he worked for almost four years. He, along with his partner, Sanjeev Bikhchandani, won the "Ernst and Young – Entrepreneur of the Year" award in 2008 for Business Transformation. He is also the founder and on Board of Trustees of Ashoka University and Plaksha University.	Mr. Gupta has been involved in several startups in the U.S. and in India as an investor and a board member. These include Daksh, now part of International Business Machines (IBM). He is also a co-founder of Tavant Technologies. Before working at Tavant Technologies, Mr. Gupta was at Amazon.com which he joined in 1998 with the acquisition of Junglelee.com where Mr. Gupta was co-founder, vice president of engineering, and a board member. He has also worked at Oracle Corporation and at IBM's Almaden Research Center. Mr. Gupta has published and presented numerous papers at international conferences as well as edited a book on "materialized views" published by Massachusetts Institute of Technology press.	Ms. Deshpande is a Founder and Senior Managing Director with MegaDelta Capital Advisors LLP, a Growth Equity Fund. She has 30+ years of work experience of which 18 years have been in the investment area. Her investing experience spans multi stages and multi sectors. She has, in these 18 years experienced three investing cycles and learnt immensely from them. She started her investment advisory in ICICI Venture in 2001. In 2008 she joined NEA to set up and head its India advisory practice and oversaw the deployment across three NEA funds in India.

Board Membership of other Companies as on March 31, 2021.	<ul style="list-style-type: none"> • Allcheckdeals India Private Ltd., • Jeevansathi Internet Services Pvt. Ltd., • Highorbit Careers Pvt. Ltd., • Startup Investments (Holding) Ltd., • Naukri Internet Services Ltd. and • International Foundation For Research And Education. 	<ul style="list-style-type: none"> • Hindustan Unilever Ltd., • Quicko Technosoft Labs Pvt. Ltd. and • Simplilearn Solutions Pvt. Ltd. 	<ul style="list-style-type: none"> • Future Enterprises Ltd., • Future Supply Chain Solutions Ltd., • Panacea Medical Technologies Pvt. Ltd., • Financial Software And Systems Pvt. Ltd., • Sidbi Venture Capital Ltd., • Greypip Software Pvt. Ltd. and • Medisys Edutech Pvt. Ltd.
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2021.	<p>Info Edge (India) Ltd.</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee- Member 2. Risk Management Committee- Member 3. Committee of Executive Directors- Member 4. Business Responsibility Reporting Committee – Member 	<p>Hindustan Unilever Ltd.</p> <ol style="list-style-type: none"> 1. Audit Committee- Member 	<p>Info Edge (India) Ltd.</p> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee-Member 2. Stakeholders' Relationship Committee- Member <p>Future Enterprises Ltd.</p> <ol style="list-style-type: none"> 1. Audit Committee- Member 2. Nomination & Remuneration Committee-Chairperson 3. Corporate Social Responsibility Committee-Chairperson 4. Stakeholders' Relationship Committee - Chairperson <p>Future Supply Chain Solutions Ltd.</p> <ol style="list-style-type: none"> 1. Audit Committee- Chairperson 2. Nomination & Remuneration Committee- Chairperson <p>SIDBI Venture Capital Ltd.</p> <ol style="list-style-type: none"> 1. Audit Committee- Member 2. Nomination & Remuneration Committee-Member 3. Corporate Social Responsibility Committee-Member 4. Committee of Directors (Divestment-NFSIT)- Member
Number of Shares held in the Company as on March 31, 2021	64,97,108 shares	51,123 shares directly and 86,812 shares of the Company jointly with his Wife.	53,349 shares

Terms & Conditions of Appointment including remuneration	As approved by the members in their meeting held on September 22, 2020.	Mr. Gupta will be appointed for second term of 4 years as an Independent Director of the Company. The terms & Condition of his appointment including remuneration shall be governed by the letter of appointment to be issued by the Company.	Ms. Deshpande will be appointed for a period of 1 year as a Non-Executive Director (NED) of the Company after expiry of her present tenure as an Independent Director. As a NED she will be eligible for receiving sitting fees & commission for attending the Meetings of the Board & Committee thereof, where she is the member in accordance with the provisions of the Companies Act, 2013.
Remuneration Last Drawn	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance for details.
No. of Board Meetings attended during the year	5 (Five)	5 (Five)	4 (Four)