

Date: August 27, 2022

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

2. **The Manager- Listing**
BSE Limited
(Scrip Code: 532777)

Subject: Declaration of Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")

Dear Sir/Madam,

In terms of Regulation 44(3) of LODR, we hereby furnish the voting results of the 27th Annual General Meeting (AGM) of the Company held on Friday, August 26, 2022 at 5:30 PM by way of Video Conferencing (VC) / Other Audio Video Means (OAVM).

Also, enclosed is the Consolidated Report of the Scrutinizer containing the Agenda wise Results of the Remote E-voting conducted during the period from Monday, August 22, 2022 to Thursday, August 25, 2022 and E-voting during the AGM.

In accordance with the Scrutinizer's Report, countersigned by the Authorized Director of the Company, all resolutions set out in the Notice of 27th AGM have been duly approved by the shareholders with requisite majority.

You are requested to take the same on record.

Thanking you,

For Info Edge (India) Limited,


Jaya Bhatia
Company Secretary and Compliance Officer



**Scrutinizer's Report on Remote E-voting and E-voting at the
27th Annual General Meeting of
INFO EDGE (INDIA) LIMITED**

To,
The Chairman
INFO EDGE (INDIA) LIMITED
GF-12A, 94,
Meghdoot Building,
Nehru Place,
New Delhi-110019

Date of Meeting: August 26, 2022
Day of Meeting: Friday
Time of Meeting: 05:30 P.M. (IST)
Mode of Meeting: Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of Info Edge (India) Limited ("**Company**") for Remote E-voting and E-voting ("**electronic voting**") at the 27th Annual General Meeting ("**the Meeting / AGM**") held on August 26, 2022, convened through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") in respect of the below mentioned resolutions considered at the AGM of the Company held on August 26, 2022 at GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019 (Deemed Venue) as per Notice dated May 27, 2022.

Pursuant to the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and SEBI circular nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 May 13, 2022 (hereinafter referred to as "**relevant circulars**"), the Company has sent the Annual Report including Notice of the 27th AGM on August 02, 2022 only through e-mail in compliance with above-mentioned relevant circulars to those Members whose names appeared in the register of members of the Company as on July 29, 2022 and whose email IDs were registered with the Company/Registrar and Transfer Agent ("**RTA**")/ Depository Participants ("**DPs**"). The Company has given an additional facility to the Members to register their e-mail addresses with the Company/RTA/DPs by giving newspaper advertisement dated July 26, 2022 in English National Daily Newspaper- Business Standard and Hindi Daily newspaper of the State - Business Standard in terms of relevant circulars. The Company had also given the newspaper advertisement dated August 03, 2022 in "Financial Express" in English Language and "Jansatta" in Regional Language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, confirming on the completion of dispatch of Notice of AGM to the Shareholders.



The Company has appointed National Securities Depository (India) Limited ("**NSDL**") for providing the electronic voting facility for conducting Remote E-voting and E-voting at the AGM by the Members of the Company.

The Remote E-voting period commenced on Monday, August 22, 2022 (9:00 A.M. IST) and closed on Thursday, August 25, 2022 (5:00 P.M. IST) and the NSDL Remote E-voting platform was blocked thereafter. Further, the E-voting was opened during the AGM and remained open during the AGM till the conclusion of AGM for voting purpose.

Further, the E-voting was announced for the Members who attended the Meeting but have not cast their vote through Remote E-voting.

The Members holding shares as on "**Cut-off date**" i.e. Friday, August 19, 2022 were entitled to vote on the proposed resolutions as set out in the Notice of the AGM, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the electronic voting was unblocked on August 26, 2022 around 05:30 P.M. (IST) in the presence of two witnesses Mr. Ankit Bansal R/o. F-114, Subhash Chowk, Laxmi Nagar, Delhi-110092 and Mr. Shivam Moyal R/o. 21/41 West Punjabi Bagh New Delhi 110026, who are not in the employment of the Company.

The votes cast through electronic voting, which were incomplete and/or otherwise found defective, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made thereunder relating to electronic voting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolutions in a fair and transparent manner.

Based on the data downloaded from the official website of NSDL for the electronic voting, we now submit our consolidated report thereon.



Handwritten signature and blue circular stamp of Chandrasekaran Associates, New Delhi, Company Secretaries.

1. The result of the voting is as under:

1. To receive, consider and adopt

- a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022 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, 2022 and the Report of the Auditors thereon (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	1,945	112,627,550	13	62	1,958	112,627,612
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members who partially exercised their votes	7*	518,023	0	0	7*	518,023
	No. of Valid Votes Cast	1,945*	11,21,09,527	13	62	1,958*	112,109,589

*7(Seven) shareholders holding 996,516 equity shares of Rs. 10/- each fully paid up have partially exercised their votes in favour and partially not exercised. Out of the same vote on 478,493 equity shares were casted in favour.



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	1,923	112,109,220	13	62	1,936	112,109,282	99.9997
Against	22	307	0	0	22	307	0.0003
Total	1,945	112,109,527	13	62	1,958	112,109,589	100.00




2. To declare a final dividend of ₹5/- per equity share of ₹10/- each and to confirm the interim dividend of ₹8/- per equity share of ₹10/- each, already paid, for the Financial Year 2021-22 (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,953	112,711,593	13	62	1,966	112,711,655
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members who partially exercised their votes	7*	518,023	0	0	7*	518,023
	No. of Valid Votes Cast	1,953*	11,21,93,570	13	62	1,966*	112,193,632

*7(Seven) shareholders holding 996,516 equity shares of Rs. 10/- each fully paid up have partially exercised their votes in favour and partially not exercised. Out of the same vote on 478,493 equity shares were casted in favour.



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	1,917	112,103,210	13	62	1,930	112,103,272	99.9195
Against	36	90,360	0	0	36	90,360	0.0805
Total	1,953	112,193,570	13	62	1,966	112,193,632	100.00

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "CHANDRASEKARAN ASSOCIATES", "NEW DELHI", and "COMPANY SECRETARIES" around the perimeter.

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 (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,940	110,331,968	13	62	1,953	110,332,030
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members who partially exercised their votes	12*	547,373	0	0	12*	547,373
	No. of Valid Votes Cast	1,940*	10,97,84,595	13	62	1,953*	109,784,657

*12(Twelve) shareholders holding 1,048,868 equity shares of Rs. 10/- each fully paid up have partially exercised their votes in favour and against and partially not exercised. Out of the same vote on 35,613 equity shares were casted in favour and 465,882 equity shares were casted in against.



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	1,427	93,623,113	13	62	1,440	93,623,175	85.2789
Against	513	16,161,482	0	0	513	16,161,482	14.7211
Total	1,940	109,784,595	13	62	1,953	109,784,657	100.00

CHANDRASEKARAN ASSOCIATES
NEW DELHI
COMPANY SECRETARIES

4. To re-appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,939	112,708,861	13	62	1,952	112,708,923
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members who partially exercised their votes	7*	518,023	0	0	7*	518,023
	No. of Valid Votes Cast	1,939*	11,21,90,838	13	62	1952*	112,190,900

*7(Seven) shareholders holding 996,516 equity shares of Rs. 10/- each fully paid up have partially exercised their votes in favour and partially not exercised. Out of the same vote on 478,493 equity shares were casted in favour.



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	1,893	112,190,124	13	62	1,906	112,190,186	99.9994
Against	46	714	0	0	46	714	0.0006
Total	1,939	112,190,838	13	62	1,952	112,190,900	100.00





5. To appoint Branch Auditors and to fix their remuneration (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,944	112,708,881	13	62	1,957	112,708,943
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members who partially exercised their votes	7*	518,023	0	0	7*	518,023
	No. of Valid Votes Cast	1,944*	11,21,90,858	13	62	1,957*	112,190,920

*7(Seven) shareholders holding 996,516 equity shares of Rs. 10/- each fully paid up have partially exercised their votes in favour and partially not exercised. Out of the same vote on 478,493 equity shares were casted in favour.



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	1,907	112,190,244	13	62	1,920	112,190,306	99.9995
Against	37	614	0	0	37	614	0.0005
Total	1,944	112,190,858	13	62	1,957	112,190,920	100.00

- Chairman or any other person authorised by him may accordingly declare the result thereof.
- Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

Chandrasekaran Associates

Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 1428/2021



Shashikant Tiwari
Partner
Membership No: F11919
CP No. 13050
UDIN: F011919D000860239



Place: Delhi
Date: 27.08.2022



Counter-signed by Mr. Chintan Thakkar, WTD & CFO
(Chairman or any other person Authorised by the
Chairman of the Company



Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the results of electronic voting are as under:

INFO EDGE (INDIA) LTD.

Date of Annual General Meeting	Friday, August 26, 2022
Total number of Shareholders as on record/cut- off date, i.e. August 20, 2021	357556
No of Shareholders present in the meeting either in person or proxy	
Promoter and Promoter Group	NA
Public	
Total	
No of Shareholders attended the meeting through video conferencing	
Promoter and Promoter Group*	5
Public	139
Total	144

* Members of the Promoter and Promoter Group attended the meeting only through video conferencing facility provided by the Agency engaged to provide such facility



Resolution 1								
Resolution Required (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022 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, 2022 and the Report of the Auditors thereon.					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	49159700	49159700	100.00	49159700	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	49159700	100.00	49159700	0	100.00
Public- Institutions	E-Voting	63250499	55144199	87.18	55144199	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		63250499	55144199	87.18	55144199	0	100.00
Public- Non Institutions	E-Voting	16573921	7805628	47.10	7805321	307	100.00	0.00
	Poll		62	0.00	62	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16573921	7805690	47.10	7805383	307	100.00
Total		128984120	112109589	86.92	112109282	307	100.00	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0

Sharma



Resolution 2								
Resolution Required (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/ resolution				No				
Description of the Resolution Considered				To declare a final dividend of ₹5/- per equity share of ₹10/- each and to confirm the Interim dividend of ₹8/- per equity share of ₹10/- each, already paid, for the Financial Year 2021-22.				
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[2]}{[1]} \times 100$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6) = $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled (7) = $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	49159700	49159700	100.00	49159700	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	49159700	100.00	49159700	0	100.00
Public- Institutions	E-Voting	63250499	55228143	87.32	55138153	89990	99.84	0.16
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		63250499	55228143	87.32	55138153	89990	99.84
Public- Non Institutions	E-Voting	16573921	7805727	47.10	7805357	370	100.00	0.00
	Poll		62	0.00	62	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16573921	7805789	47.10	7805419	370	100.00
Total		128984120	112193632	86.98	112103272	90360	99.92	0.08

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0

Sharma



Resolution 3								
Resolution Required (Ordinary/ Special)			Ordinary					
Agenda / resolution			No					
Description of the Resolution Considered			To appoint a Director in place of Mr. Kapil Kapoor (DIN: 00178965), who retires by rotation, and being eligible, offers himself for re-appointment					
Category	Mode of Vote	Number of shares held (1)	Number of votes polled (2)	% of votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-voting	49159700	49159700	100.00	49159700	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Non-votable)		0	0.00	0	0	0.00	0.00
	Total		49159700	49159700	100.00	49159700	0	100.00
Public- Institutions	E-voting	63250499	55225530	87.31	39064985	16160545	70.74	29.26
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Non-votable)		0	0.00	0	0	0.00	0.00
	Total		63250499	55225530	87.31	39064985	16160545	70.74
Public- Non Institutions	E-voting	16573921	5399665	32.58	5399428	937	99.98	0.02
	Poll		62	0.00	62	0	100.00	0.00
	Postal Ballot (Non-votable)		0	0.00	0	0	0.00	0.00
	Total		16573921	5399727	32.58	5399490	937	99.98
Total		128984120	109784657	85.11	93623175	16161482	85.28	14.72

Shelva



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0

Resolution 4								
Resolution Required (Ordinary/ Special)			Ordinary					
resolution			No					
Description of the Resolution Considered			To re-appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	49159700	49159700	100.00	49159700	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	49159700	100.00	49159700	0	100.00
Public- Institutions	E-Voting	63250499	55225530	87.31	55225530	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		63250499	55225530	87.31	55225530	0	100.00
Public- Non Institutions	E-Voting	16573921	7805608	47.10	7804894	714	99.99	0.01
	Poll		62	0.00	62	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16573921	7805670	47.10	7804956	714	99.99
Total		128984120	112190900	86.98	112190186	714	100.00	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0

Shelva



Resolution 5								
Resolution Required (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To appoint Branch Auditors and to fix their remuneration.					
Category	Made of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = $(2)/(1) \times 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = $(4)/(2) \times 100$	% of Votes against on votes polled (7) = $(5)/(2) \times 100$
Promoter and Promoter Group	E-Voting	49159700	49159700	100.00	49159700	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	49159700	100.00	49159700	0	100.00
Public- Institutions	E-Voting	63250499	55225530	87.31	55225530	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		63250499	55225530	87.31	55225530	0	100.00
Public- Non Institutions	E-Voting	16573921	7805628	47.10	7805014	614	99.99	0.01
	Poll		62	0.00	62	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16573921	7805690	47.10	7805076	614	99.99
Total		128984120	112190920	86.96	112190306	614	100.00	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0



Sharma