

INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

Reg. Office: GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019

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

Tel.: 0120-3082000, Fax: 0120-3082095, E-mail: investors@naukri.com, Website: www.infoedge.in

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, as amended, from time to time, for seeking consent of the Members to transact the following Special Business, as proposed to be passed by way of a Special Resolution, through Postal Ballot/Remote E-voting.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and Section 108 of the Act read with Rule 20 of the Rules, as amended, Members holding shares in Demat Form and in Physical Form, may vote either by way of Postal Ballot Form or by way of Remote E-voting. For this purpose, Info Edge (India) Ltd. (“Company”) has engaged the services of Link Intime India Pvt. Ltd. (“LinkIntime”) to provide Remote E-voting facility to the Members of the Company.

The Remote E-voting facility is available at the link <https://instavote.linkintime.co.in>. For the process and the manner in which E-voting has to be undertaken, please refer to the instructions for E-voting provided in this Notice after the proposed Resolution.

The Board of Directors of the Company (“the Board”) at its meeting held on Saturday, January 18, 2020, in compliance with Rule 22(5) of the Rules, appointed Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries failing him, Mr. Shashikant Tiwari (Membership No. A28994), Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot/Remote E-voting process in a fair and transparent manner.

Members are, requested to carefully read the instructions for voting by “Postal Ballot” or through “Remote E-voting”, and-

- (i) record their assent (for) or dissent (against) in the Postal Ballot Form, duly completed and return the same, in original in the attached self-addressed postage pre-paid business reply envelope, so as to reach the scrutinizer not later than 5:00 pm IST on Tuesday, March 3, 2020; or
- (ii) cast their vote electronically from Monday, February 3, 2020 (9:00 am IST) to Tuesday, March 3, 2020 (5:00 pm IST) by following the procedures as explained in the Note no. 14.

Upon completion of the scrutiny of the Postal Ballots (including Remote E-voting), the Scrutinizer will submit his report to the Chairman or any Director/Company Secretary authorised by him, within the stipulated time. The results of the Postal Ballot shall be announced by the Chairman or any Director/ Company Secretary authorized by him on or before 5:00 pm IST on Thursday, March 5, 2020 at the Corporate Office of the Company at B-8, Sector 132, Noida-201304 (Uttar Pradesh) or the Registered Office of the Company at GF-12 A, 94, Meghdoot Building, Nehru Place, New Delhi- 110019. The said results would be displayed at the Registered Office and the Corporate Office of the Company, intimated to the Stock Exchanges, where the Company’s shares are listed and displayed along with the Scrutinizer’s Report on the Company’s website at www.infoedge.in and the website of LinkIntime at <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS:

1. Authorisation to give loan or give guarantee or provide security in connection with a loan or to make investments and acquire by way of subscription, purchase or otherwise the securities in excess of the prescribed limit under Section 186 of the Companies Act, 2013

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 provisions of Section 186 of the Companies Act, 2013 read with Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any other Body Corporate and/or in trust, give loan to any Person or Body Corporate or give any guarantee or provide security in connection with a loan to any other Person or Body Corporate, provided that the aggregate amount of investment made and/or securities acquired, loan given, guarantee and securities provided so far along with investment to be made and/or securities to be acquired and loan to be given, guarantee and securities to be provided, from time to time, in one or more tranches, as the Board may, in its absolute discretion, deem beneficial and in the interest of the Company, in future, shall not exceed a sum of INR 3000 Crores (Rupees Three Thousand Crores Only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to the above said Bodies Corporate or Persons and/or securities so far acquired or to be acquired in above said Bodies Corporate and/or in trust may exceed the limits prescribed under Section 186 of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment and acquiring by way of subscription, purchase or otherwise, securities of any other Body Corporate and/or in trust and giving loan to any Person or Body Corporate or giving guarantee or providing security in connection with a loan to any other Person or Body Corporate within the aforesaid limits including the power to transfer, lien, pledge and dispose off the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds and things as may be required, considered necessary or incidental thereto and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution including all deeds, documents and other writings as aforesaid and to seek and obtain requisite consents and/or approvals as the Board may deem fit and appropriate to give effect to the same.”

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

**MM Jain
SVP-Secretarial &
Company Secretary
Membership No. FCS 9598**

**Place: New Delhi
Date: January 18, 2020**

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts thereto in respect of the Special Resolution is annexed hereto. Notice shall also be available on the website of the Company at www.infoedge.in and on the website of Link Intime India Pvt. Ltd. ("LinkIntime") at <https://instavote.linkintime.co.in>.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members of the Company whose name appears in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, January 24, 2020 ("cut-off date"). Each Member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on cut-off date, which will only be considered to avail the facility of Remote E-voting / Postal Ballot. A person who is not a Member as on cut-off date shall treat this notice for information purpose only.
3. Pursuant to the provisions of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with Depositories or with the Company are being sent Notice of Postal Ballot through e-mail and Members who have not registered their e-mail IDs will receive physical copies of the Notice of Postal Ballot along with Postal Ballot Form through courier/speed post along with a postage-prepaid self-addressed Business Reply Envelope ("BRE"). Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Form may download the Postal Ballot Form from the 'Investors' section on the Company's website www.infoedge.in.
4. The Members can opt for only one mode of voting i.e. either by way of Postal Ballot or Remote E-voting. In case Members cast their vote through both modes, then voting through Remote E-voting shall be treated as valid and voting done through Postal Ballot Form shall be treated as invalid.
5. The votes should be cast either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the columns will render the form invalid.
6. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
7. The period for voting through Postal Ballot and Remote E-voting starts from Monday, February 3, 2020 at 9:00 am IST and ends on Tuesday, March 3, 2020 at 5:00 pm IST.
8. Members are requested to return the physical Postal Ballot Form duly completed and signed in the attached BRE so as to reach the Scrutinizer not later than 5.00 pm IST on Tuesday, March 3, 2020. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted. If any Postal Ballot Form is received after 5.00 pm IST on Tuesday, March 3, 2020, it will be considered that no reply from the Member has been received. E-voting shall be disabled by LinkIntime for voting beyond the said date & time.
9. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member or his duly authorized attorney registered with the Company and in his absence, by the next named Member.
10. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
11. A shareholder need not use all the votes or cast all the votes in the same way.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. The Resolution, if passed by the Members through Postal Ballot/Remote E-voting with requisite majority shall be deemed to have been passed as if the same has been passed at a General Meeting of the Company.

14. Voting through Electronic means:

In compliance with provisions of Section 108, 110 of the Companies Act, 2013 read with Rules made thereunder, as amended, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the cut-off date, being Friday, January 24, 2020 to exercise their right to vote by electronic means on the business specified in the accompanying Notice (the “Remote E-voting”) through the electronic voting service facility arranged by Link Intime India Pvt. Ltd. (“LinkIntime”). Members have option to vote either through Remote E-voting or through Postal Ballot Form.

Instructions for shareholders to vote electronically:

A. Log-in to e-Voting website of Link Intime India Private Limited (“LinkIntime”)

1. Visit the e-voting system of LinkIntime. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under “Shareholders” section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID.
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. + Folio Number registered with the Company.

5. Your Password details are given below:

If you are using e-Voting system of LinkIntime: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under “Shareholders” section, register your details and set the password of your choice and confirm (the password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.

Bank Account Number	<p>Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account Number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio Number in the Bank Account Number field as mentioned in instruction (4-c).
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If you are holding shares in demat form and had registered on e-Voting system of LinkIntime: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders' registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LinkIntime.

For shareholders holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No." of the company, you choose to vote.
2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against". You may also choose the option "Abstain" and the shares held will not be counted under "Favour/Against".

3. If you wish to view the entire Resolution details, click on the "View Resolutions" File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LinkIntime: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the Board Resolution /Authority Letter/Power of Attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the "**Custodian / Mutual Fund / Corporate Body**" login for the Scrutinizer to verify the same.

- b) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- c) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- d) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call on Tel no.: 022 – 49186000 or contact Mr. MM Jain, Company Secretary at email: investors@naukri.com.

15. The Scrutinizer shall after the conclusion of voting, unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty-Eight hours of the conclusion of voting on Tuesday, March 3, 2020, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any Director/Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The result of the Postal Ballot (including Remote E-voting) would be announced by the Chairman or any Director / Company Secretary authorized by him on or before 5:00 pm IST on Thursday, March 5, 2020 at the Corporate Office of the Company at B-8, Sector 132, Noida-201304 (Uttar Pradesh) or at the Registered Office of the Company at GF-12 A, 94, Meghdoot Building, Nehru Place, New Delhi- 110019. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on Tuesday, March 3, 2020, being the last date specified for receipt of duly completed Postal Ballot Forms / Remote E-voting.
17. The said results along with the Scrutinizer's report would be displayed at the Notice Board of the Company at its Registered Office/Corporate Office and on the website of the Company i.e. www.infoedge.in and on the website of LinkIntime i.e. <https://instavote.linkintime.co.in>. The results will be intimated to the Stock Exchanges within the prescribed time where the Company's shares are listed.

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

The following Explanatory Statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the accompanying Notice dated January 18, 2020.

Item No. 1

The Company has been making investments, giving loans and guarantees and providing securities, if any, in connection with loans to various persons and bodies corporate (including its subsidiaries & associates) from time to time, in compliance with the applicable provisions of the Companies Act, 2013 ("the Act").

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, provides that no company shall, directly or indirectly, (a) give any loan to any

person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, unless prior approval of the members by means of a special resolution has been obtained.

As per the latest Audited Financial Statements of the Company for the financial year ended March 31, 2019, sixty per cent of the Paid-up Share Capital, Free Reserves and Securities Premium Account is equal to Rs. 1384.02 crores while one hundred per cent of its Free Reserves and Securities Premium Account is equal to Rs. 2184.69 crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/securities (as the case may be) is Rs. 2184.69 crores. The aggregate of investments and loans made or given by the Company to various Persons and Bodies Corporate (including its subsidiaries & associates), as the case may be, along with the investments, loans, guarantees or securities proposed to be made or given or provided by the Company might exceed the limits of the Board of Directors of the Company (i.e. Rs. 2184.69 crores) as specified under Section 186(2) of the Act.

Members may note that considering the long term business plans of the Company, which require the Company to make sizeable investments, give loans and guarantees and provide securities to various Persons and Bodies Corporate (including its subsidiaries & associates), from time to time, the Board at its meeting held on Saturday, January 18, 2020, proposed seeking consent of the Members by way of Postal Ballot, for enhancement of limits of its powers under Section 186 of the Act upto an amount of Rs. 3,000 Crore (Rupees Three Thousand Crore Only) and for authorising the Board, to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of various Persons and Bodies Corporate (including its subsidiaries & associates), as it may in its absolute discretion deem beneficial and in the interest of the Company for an amount upto Rs. 3,000 Crore (Rupees Three Thousand Crore Only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to the above said Bodies Corporate or Persons and/or securities so far acquired or to be acquired in above said Bodies Corporate and/or in trust may exceed the limits prescribed under Section 186 of the Companies Act, 2013 and the rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested either financially or otherwise in the resolution given as part of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of director/key managerial personnel therein. Your Directors are of the opinion that it will be in the Company's interest to have such approval and authorization so as to have operational flexibility, and therefore, recommend to the Members to approve the resolution as above of the accompanying Notice as a Special Resolution.

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

**Place: New Delhi
Date: January 18, 2020**

**MM Jain
SVP-Secretarial &
Company Secretary
Membership No. FCS 9598**

infoedge

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