



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 OF POSTAL BALLOT

To

The Members of **INFO EDGE (INDIA) LIMITED**

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), read with Rule 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ("**Members**") of Info Edge (India) Limited (the "**Company**"), for the resolution appended herein below through postal ballot ("**Postal Ballot**") by way of electronic voting ("**E-voting**").

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the "**MCA**") vide its General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 22/2020 dated June 15, 2020 (together, the "**MCA Circulars**") and pursuant to Section 110 of the Companies Act and rules made thereunder, the Company proposes for passing of special resolution as per this Postal Ballot Notice. In terms of said Section of the Companies Act and rules thereunder, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by a Postal Ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting.

In terms of the MCA Circulars, companies have been advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. The MCA has clarified that for companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only upto September 30, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules 2014 (the "**Companies Admin Rules**") as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act read with Rule 20 of the Companies Admin Rules, each as amended, read with other applicable rules of the Companies Admin Rules and the MCA Circulars, the Company has extended only the E-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for E-voting are appended to this Postal Ballot Notice.

The Company has engaged the services of Link Intime India Private Limited (“**Link Intime**”) for providing E-voting facility to the Members of the Company, enabling them to cast their vote in a secure manner.

The 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 June 22, 2020, in compliance with Rule 22(5) of the Companies Admin 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/E-voting process in a fair and transparent manner. Please note that there will be no physical meeting of the Members of the Company as no meeting will be required to be called in terms of the MCA Circulars.

In accordance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of E-Voting facility only, provided by the Company, not later than 5:00 PM on Monday, July 27, 2020. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

Issuance of Equity Shares through Qualified Institutions Placement

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 applicable provisions of Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”) and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof including any circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “**SEBI Listing Regulations**”), and the uniform listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as “**Stock Exchanges**”), where the equity shares of the Company of face value of Rs. 10 each (the “**Equity Shares**”) are listed, the applicable provisions of the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, (including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, for the time

being in force) Foreign Exchange Management (Non-debt Instruments) Rules, 2019, including any amendments, statutory modification(s) and/or re-enactment thereof, of the extant applicable, consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and replaced from time to time and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (the “SEBI”), the Stock Exchanges and/or any other governmental/regulatory/statutory authorities in India or abroad, from time to time the (“**Appropriate Authorities**”) to the extent applicable including the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (the “**Board**” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board or empowered by the Board to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot such number of Equity Shares to Qualified Institutional Buyers (“**QIBs**”), as defined in SEBI ICDR Regulations, through a Qualified Institutions Placement (“**QIP**”), pursuant to and in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, whether or not such QIBs are members of the Company, on the basis of the placement document(s) and/or other letter or circular, at such time or times in one or more tranche or tranches, for cash, at such price or prices as may be deemed fit, including a discount that may be permitted under the SEBI ICDR Regulations over the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations, such that the total amount to be raised through the issue of Equity Shares in the QIP shall not exceed Rs.1,875 Crore (Rupees One Thousand Eight Hundred and Seventy Five Crore only), to be subscribed to in Indian or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise) /foreign portfolio investors/mutual funds/pension funds/venture capital funds/banks/ alternate investment funds/ Indian and/or multilateral financial institutions/ insurance companies and any other category of persons or entities who are authorized to invest in Equity Shares of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate in consultation with the lead managers and whether or not such investors are members of the Company (collectively called “**Investors**”), to all or any of them, jointly or severally through a placement document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions as may be agreed in consultation with the lead managers including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares shall be made to the exclusion of others, in such manner and where necessary in consultation with the lead managers and/or other advisors or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares to be issued and allotted, fixing of record date or book closure, if required, as may be decided, in each case, subject to the applicable laws.”

“**RESOLVED FURTHER THAT** the issue and allotment of Equity Shares by way of QIP as aforesaid shall be in terms of Chapter VI of the SEBI ICDR Regulations, including:

- i. the allotment of the Equity Shares shall be completed within 365 days from the date of the special resolution of the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;

- ii. the Equity Shares issued shall rank *pari passu* in all respects including entitlement to dividend and voting rights or otherwise with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- iii. the Equity Shares to be created, offered and issued by way of QIP shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- iv. no partly paid-up Equity Shares shall be issued/allotted;
- v. the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of the Companies Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- vi. it shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (the "**QIP Floor Price**"), provided that the Board may, in consultation with the lead managers, offer such discount as may be permitted under the SEBI ICDR Regulations or other applicable law over the QIP Floor Price or such other discount to the QIP Floor Price as may be permitted under applicable law;
- vii. no single QIB shall be allotted more than 50% of the total issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations; and
- viii. the Equity Shares allotted in the QIP shall not be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforementioned Equity Shares to be allotted by way of the QIP may have such features or attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares and any other manner as permitted from time to time by the SEBI ICDR Regulations and the Company be and is hereby authorized, in its absolute discretion, in such manner, as it may deem fit, to dispose-off such of the Equity Shares that are not subscribed."

"RESOLVED FURTHER THAT the Company be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries as per the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares by way of the QIP, subject to approval of the shareholders, the Board or any duly constituted committee thereof, including the Committee of Executive Directors or any of the director, or officials be and is hereby authorized and empowered to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining terms and conditions for issuance of Equity Shares by way of the QIP including the number of such Equity Shares that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable

law, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with the lead managers, legal advisors, depository, custodian, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreement(s) including but not limited to placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**Place: Noida
Date: June 22, 2020**

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

Notes:

1. An explanatory statement pursuant to Section 102 and Section 110(1) of the Companies Act read with the Companies Admin Rules, setting out the material facts and reasons for the resolution in respect of the special business set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the website of the Company at www.infoedge.in and on the website of the Company's Registrar and Transfer Agent (“RTA”), Link Intime India Private Limited (“Link Intime”) at <https://instavote.linkintime.co.in> and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
2. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository Participant (“DP”) are requested to register the same with the RTA in accordance with the process specified herein below at point no. 11(C), for procuring user id and password and registration of e-mail ids for E-voting for the resolution set out in this Postal Ballot notice.
3. Dispatch of the Notice shall be deemed to be completed on the day on which Link Intime sends out the communication for the postal ballot process by a e-mail to the members of the Company. The portal for E-voting will remain open for the Members for exercising their voting from Sunday, June 28, 2020 at 9:00 AM India Standard Time (“IST”) until Monday, July 27, 2020 at 5:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 5:00 PM (IST) on Monday, July 27, 2020. Please note that E-voting module will be disabled for voting by RTA after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Friday, June 19, 2020 (the “Cut-off Date”), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently

or cast the vote again.

4. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting, i.e., Monday, July 27, 2020. Further, resolution passed by the Members through E-voting is deemed to have been passed effectively at a general meeting.
5. The Postal Ballot notice is being sent by email to all the Members of the Company whose name appears in the Register of Members/List of Beneficial Owners, as maintained by National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on the Cut-off Date and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company’s RTA. Each Member’s voting rights shall be 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 E-voting.
6. It is clarified that if a Member fails to provide or update relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the notice via e-mail.
7. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on the Record Date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member as on the Cut-off Date shall treat this notice for information purposes only.
8. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act along with Statutory Registers as may be applicable, will be available for inspection via electronic mode until the last day of E-voting, i.e. Monday, July 27, 2020. Members can inspect the same by writing an e-mail to the Company at investors@naukri.com.
9. As required by Rule 20 and Rule 22 of the Companies Admin Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Delhi where the registered office of the Company is situated (in vernacular language, i.e., Hindi).
10. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act read with rules made there under, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, and any amendments thereto, the Company is providing E-voting facility to all the Members of the Company to enable them to cast their votes electronically on the item mentioned in the Notice. For this purpose, the Company has engaged the services of its RTA, Link Intime and have made necessary arrangements with RTA to facilitate E-voting. In terms of the MCA Circulars, voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies. The detailed procedure with respect to E-voting is as follows.
11. **Voting through electronic means:**

The instructions and other information relating to E-voting are as under:

In compliance with provisions of Section 108 of the Companies Act read with the rules made thereunder, as amended, and Regulation 44 of the SEBI Listing Regulations, the

Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the Cut-off Date, to exercise their right to vote by electronic means on the business specified in the accompanying Notice (the “E-voting”) through the electronic voting service facility arranged by the Company’s RTA.

Instructions for shareholders to vote electronically:

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

1. Visit the e-voting system of Link Intime. 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:
 - a. If you are using e-Voting system of Link Intime: <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 provided in the e-mail shared with respect to Postal Ballot.
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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- b. If you are holding shares in demat form and had registered on to E-Voting system of Link Intime: <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 Link Intime.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions 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

- 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.
- 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'.

- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. 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 Link Intime: <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 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.

C. In case of shareholders who have not registered their email address:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot notice in electronic form only and hard copy of the Postal Ballot Notice and Form will not be sent to the shareholders for the Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- a. In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the E-voting notice may temporarily get their email 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. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for E-voting along with the User ID and the Password to enable e-voting for this Meeting. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in, under Help section or Call on Tel no.: 022 – 49186000 or contact Mr. MM Jain, Company Secretary at email: investors@naukri.com.

- b. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA, Link Intime by following due procedure.
- c. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA, Link Intime to enable servicing of notices / documents / Annual Reports electronically to their email address.
12. The Scrutinizer shall after the conclusion of E-voting, unblock the votes cast through E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty-eight) hours of the conclusion of voting on Monday, July 27, 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.
13. The result of the E-voting would be announced by the Chairman or any Director/ Company Secretary authorized by him on or before 5:00 PM IST on Wednesday, July 29, 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 Monday, July 27, 2020, being the last date specified for E-voting.
14. 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 Company's RTA, 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 Companies Act, 2013 ("Companies Act") sets out the material facts relating to the special business mentioned in the accompanying Postal Ballot Notice dated June 22, 2020 (the "Postal Ballot Notice").

As a part of the growth strategy and to augment the long-term resources of the Company for meeting fund requirements of its business activities and general corporate and other purposes, members may note that this special resolution is to enable the Company to create, issue, offer and allot the equity shares of the Company of face value of Rs. 10 each (the "**Equity Shares**") for an aggregate consideration of upto Rs. 1875 Crore (Rupees One Thousand Eight Hundred Seventy Five Crore only) by way of a qualified institutions placement ("**QIP**") to qualified institutional buyers ("**QIBs**"), in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "**SEBI ICDR Regulations**"), in one or more tranches, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions as may be agreed by the board of directors of the Company (the "**Board**"), in consultation with

the lead managers including the discretion to determine the categories of investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares shall be made and wherever necessary, in consultation with the lead managers and/or other advisors that may be appointed. The Board at its meeting held on June 22, 2020, subject to the approval of the members, approved the issuance of Equity Shares by way of QIP.

As the proposed issue of Equity Shares by way of QIP may result in the issuance of Equity Shares to investors who may not be Members of the Company, consent of the Members is being sought by passing a special resolution as set out in this Postal Ballot Notice, pursuant to Section 42 and 62 or any other applicable provisions of the Companies Act, if any, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

The object of the proposed issuance of Equity Shares by way of QIP is to augment the long-term resources of the Company for meeting fund requirements of its business activities, general corporate and other purposes and the issuance is a part of the growth strategy.

Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares that may be issued to the QIBs in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

The Equity Shares to be allotted by way of QIP shall be at such price which is not less than the price determined in accordance with the pricing formula under Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”), provided that the Board may, in consultation with the lead managers, issue Equity Shares at such discount over the QIP Floor Price which is not more than that permitted under the SEBI ICDR Regulations or other applicable law. The maximum amount that the Company intends to raise will not exceed (in aggregate, when such amount is raised in one or more tranches) the amount as specified in the resolution above of this Postal Ballot Notice at the issue price per Equity Share, as determined by the Board in accordance with applicable law. The details of the proposed allottees, percentage of their post QIP shareholding and the shareholding pattern of the Company will be decided and subsequently provided by the Company after issuance of Equity Shares.

The ‘Relevant Date’, for the purpose of pricing the Equity Shares to be allotted by way of QIP shall, subject to applicable law, be determined by the Board as being the date of the meeting on which the Board decides to open the issue of Equity Shares by way of QIP, subject to the receipt of Members’ approval in terms of the Companies Act, the SEBI ICDR Regulations and other applicable laws, regulations and guidelines.

The allotment of Equity Shares issued by way of QIP shall be completed within a period of 365 days from the date of passing of this resolution by the Members or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

The Equity Shares shall rank pari passu in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s).

The Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Necessary disclosures have and will be made to the stock exchanges (the “**Stock Exchanges**”) where the Equity Shares are listed, as may be required under the listing agreements entered into with the Stock Exchanges and the SEBI Listing Regulations.

Pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of Members is required to be obtained by way of a special resolution.

Accordingly, the Board recommends passing of the special resolution set out in the Notice.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in this resolution, financially or otherwise except to the extent of their shareholding in the Company.

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

**Place: Noida
Date: June 22, 2020**

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