



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 29th Annual General Meeting ('AGM') of the members of Info Edge (India) Ltd. (the 'Company') will be held on Wednesday, August 28, 2024 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 situated at GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019 and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses.

ORDINARY BUSINESS(ES):-

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024 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, 2024 and the Report of the Auditors thereon.
2. To declare a final dividend of ₹12/- per equity share and to confirm the interim dividend of ₹10/- per equity share, already paid, for the FY24.
3. To appoint a Director in place of Mr. Kapil Kapoor (DIN: 00178966), who retires by rotation, and being eligible, offers himself for re-appointment, by passing the following Resolution, as an **Ordinary Resolution**:

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

SPECIAL BUSINESS(ES):-

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

"RESOLVED THAT pursuant to 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, whether existing or which may be opened/acquired hereafter, situated in countries other than India, in accordance with the laws of such country(ies) and to hold office until the conclusion of next Annual General Meeting of the Company.

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

5. To re-appoint Mr. Chintan Thakkar (DIN: 00678173) as a Whole-time Director to be designated as Whole-time Director & Chief Financial Officer of the Company by passing the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder read with Schedule V of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Articles of Association of the Company, and the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Chintan Thakkar (DIN: 00678173), as a Whole-time Director, liable to retire by rotation, to be designated as Whole-time Director & Chief Financial Officer of the Company, for a period of 5 (five) consecutive years, on expiry of his present term of office, i.e. with effect from October 16, 2024 to October 15, 2029 on the terms & conditions, including the payment of remuneration, as detailed in the Explanatory Statement annexed to the Notice convening this meeting, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms & conditions including remuneration of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Chintan Thakkar.

RESOLVED FURTHER THAT the remuneration payable to Mr. Chintan Thakkar, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers, herein conferred, to any Committee of Director(s) or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto.”

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

Sd/-

Jaya Bhatia

Company Secretary & Compliance Officer

Membership No: A33211

Place: Noida

Date : May 16, 2024

NOTES:

1. Pursuant to the General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 22/2020 dated 15.06.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 10/2021 dated 23.06.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 20/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, Circular No. 2/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022 and Circular No. 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs (MCA)(hereinafter collectively referred as ‘the MCA Circulars’) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242

dated 09.12.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 and Circular No. SEBI/HO/CFD/CFD/POD/P/CIR/2023/167 dated 07.10.2023 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/OAVM without the physical presence of members at a common venue. Hence, in compliance with these Circulars, the AGM of the Company is being held through VC/OAVM.

2. **Since the AGM is being conducted through VC/OAVM, the facility for the 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.**

However, Body Corporate members intending to authorise their representatives to attend and vote at the AGM pursuant to Section 113 of the Companies Act, 2013 (the 'Act'), are requested to send a certified copy (in PDF/JPEG Format) of the relevant Board Resolution/Authority letter, etc. authorizing their representatives to attend the AGM to the scrutinizer by e-mail to shashikant@cacsindia.com.

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

3. An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto. Further, Information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the AGM (Item nos. 3 & 5 of the Notice) is given in Annexure-A to the Notice.
4. The Company has fixed July 29, 2024, as the 'Record Date' for determining the entitlement of members for payment of final dividend for FY24, if approved at the AGM and for the purpose of voting on resolutions set out in the Notice.
5. Final dividend of ₹12/- per equity share for the year ended March 31, 2024, has been recommended by the Board of Directors, at its meeting held on May 16, 2024, subject to the approval of the members at the AGM. The final dividend, once approved by the members in the AGM, will be paid on or after September 05, 2024.
6. The final dividend for FY24 will be paid electronically through various online transfer modes to those members who have updated their bank account details. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent, M/s. Link Intime India Private Limited ('Linkintime' or 'RTA') (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
7. Members may note that the Income-Tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ('TDS') at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

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

However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during FY24 does not exceed ₹5,000/- and also in cases, where members provide Form 15G (applicable to an individual aged less than 60 years)/Form 15H (applicable to individual aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F or any other document which may be required to avail the tax treaty benefits.

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

As per the Finance Act, 2021, Section 206AB has been inserted (further amended by Finance Act, 2022), providing for twice the TDS rate specified for the non-filers of income tax return. However, the said proposed provisions will not apply to a non-resident who does not have a permanent establishment in India. The income tax authorities have come up with a list of specified persons i.e. the persons who have not filed their returns as per Section 206AB of the IT Act, 2021. Accordingly, TDS shall be applicable at twice the rate of TDS specified in case of a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. The aforesaid documents are required to be uploaded at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before August 14, 2024. Please note the Company will not accept any declaration/documents uploaded on any e-mail address. Kindly use the above link for uploading tax withholding documents/declaration only. No communication would be accepted from members after August 14, 2024 regarding tax-withholding matters. Shareholders may write to dividend.tds@infoedge.com for any clarifications on this subject.

The Company will issue soft copy of the TDS certificate to its shareholders through e-mail address registered with the Company/Linkintime post payment of the dividend. Shareholders can also check & download the tax credit statement from the Income Tax Department's website from the following link <https://www.incometax.gov.in/iec/foportal> (refer to Form 26AS).

8. 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.
9. 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 M/s. Chandrasekaran Associates, Company Secretaries with regard to the implementation of the Company's Employee Stock Option Schemes 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.
10. Members intending to require information about financial statements to be explained at the AGM are requested to write to the Company at least ten days in advance of the AGM at investors@naukri.com.
11. 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 the facility of dematerialization.
12. Members holding shares in dematerialized mode are requested to intimate all changes, if any, with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name, etc. to their depository participant. 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. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall not be eligible to get dividend in electronic mode. Accordingly, payment of dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Pursuant to the above, the Company has sent individual letters to all the members holding shares in physical form for furnishing their PAN, KYC details, nomination, etc. Members are requested to submit these details to the Company's RTA by using any one of the following modes for submission:

- a) through 'In Person Verification' (IPV): by producing the originals to the authorized person of the RTA at Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058, who will retain copy(ies) of the document(s).
- b) in hard copy : by furnishing self-attested photocopy(ies) of the relevant document with date at aforesaid address.
- c) through electronic mode with e-sign:
 - i) in case your e-mail is already registered with the company, you may send the scanned copies of your KYC documents with e-sign at the dedicated e-mail-id: kyc@linkintime.co.in. Kindly mention the e-mail subject line as 'KYC Updation - (Company Name) - Folio No :__'
 - ii) Members can also upload KYC documents with e-sign on RTA website <https://www.linkintime.co.in >> Investor Services >> KYC Compliance>.

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

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

As per the erstwhile requirement, in case a holder of physical securities failed to furnish PAN, nomination, contact details, bank account details and specimen signature by October 01, 2023, Link Intime was obliged to freeze such folios. To mitigate unintended challenges on account of freezing of folios, SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and nomination details.

14. Members are requested to submit the Nomination details to their DP in case the shares are held by them in electronic form and to the RTA, in case the shares are held in physical form.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the

Company of any change in address or of staying abroad or demise of any member as soon as possible. Members are also advised not to leave their de-mat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participants and holdings should be verified.

16. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned depository participant, as the case may be, immediately of:
 - a. the change in the residential status on return to India for permanent settlement.
 - b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.
17. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof, as the same shall be transferred to the 'Investor Education and Protection Fund' ('IEPF') of the Central Government pursuant to Section 125 of the Act, after the respective dates mentioned against thereof. Kindly note that after such transfer, the members will not be entitled to claim such dividend from the Company.

Financial Year Ended	Date on which unpaid dividend become due for transfer to IEPF
31.03.2017	20.08.2024
31.03.2018(I)	30.11.2024
31.03.2018(I)(Second)	04.03.2025
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)	12.12.2026
31.03.2020(I)(Second)	13.03.2027
31.03.2021(I)	11.07.2028
31.03.2022(I)	06.02.2029
31.03.2022	25.09.2029
31.03.2023(I)	11.12.2029
31.03.2023	25.09.2030
31.03.2024(I)	07.12.2030

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 was not paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: https://www.infoedge.in/InvestorRelations/IR_Unpaid_Unclaimed to ascertain details of shares so transferred in the name of IEPF Authority.

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

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

In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participant. Members may note that the Notice and Annual Report 2023-24 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 e-mail address by following the procedure given below for the purpose of receiving the AGM Notice along-with Annual Report 2023-24.

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

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html and following the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address and also upload the image of PAN, Aadhar Card, share certificate & Form ISR-1 and ISR-2 in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

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

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

● **For Temporary Registration of e-mail addresses for shareholders holding shares in demat form:**

The Members of the Company holding Equity Shares of the Company in dematerialized form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail address and also upload the image of CML, PAN, Aadhar Card & Form ISR-1 in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in, under Help section or call on Tel no.: 022-49186000.

Those shareholders who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants/the Company's RTA to enable servicing of communication and documents electronically.

In case of any queries, shareholders may write either to the Company at investors@naukri.com or to the RTA at aforesaid e-mail id.

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

However, a member is also entitled for getting the hard copy of the Notice along-with Annual Report upon making a request via e-mail to investors@naukri.com or to the RTA at aforesaid e-mail id.

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

NSDL will be providing facility for voting through Remote E-Voting, for participation in the 29th AGM through VC/OAVM facility and E-Voting during the 29th 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 AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the respective Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Procedure to raise questions/seek clarifications with respect to Annual Report at the 29th AGM:

Members can submit their questions in advance from their registered e-mail address, mentioning their Name, DP ID and Client ID number/folio number and mobile number, in order to reach the Company's e-mail address i.e. investors@naukri.com at least 48 hours in advance before the start of the AGM i.e. by August 26, 2024, 05:30 P.M. IST. Such questions by the Members shall be taken up during the AGM 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 e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number. The request shall 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 26, 2024, 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.

20. 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 the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Circulars, members are provided with the facility to cast their votes by electronic means through the Remote E-Voting platform provided by the NSDL. The Remote E-Voting period will commence on Saturday, August 24, 2024, at 09:00 A.M. IST and will end on Tuesday, August 27, 2024, at 05:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, August 21, 2024 may cast their vote through Remote E-Voting. The Remote E-Voting module will be disabled by NSDL for voting thereafter. The voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The manner of Remote E-Voting by members is provided in the 'Instructions for Remote E-Voting' section which forms part of this Notice.
- II. You can also update your mobile number and e-mail address in the user profile details of the folio, which may be used for sending future communication(s).
- III. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of Wednesday, August 21, 2024. Any person who is

not a member as on the cut-off date should treat the Notice for information purpose only.

- IV. Members who have cast their votes by Remote E-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but they shall not be entitled to cast their vote again in the AGM.
 - V. The Scrutinizer shall, immediately after the conclusion of the E-Voting at the 29th AGM unblock the votes cast through Remote E-Voting and E-Voting at AGM 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 the Listing Regulation or 3 days in terms of the Act, whichever is earlier, from the conclusion of the 29th AGM, 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.
21. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. August 21, 2024 can obtain user-ID & password by sending a request at evoting@nsdl.com 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'.
 22. Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, failing him, Mr. Shashikant Tiwari (Membership No. F11919), Partner, failing him, Mr. Lakhan Gupta (Membership No. F12682), Partner, M/s. Chandrasekaran Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting process at the ensuing AGM in a fair and transparent manner.
 23. 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 casted their votes by availing the Remote E-Voting facility.
 24. 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(1) OF THE COMPANIES ACT, 2013

Item No. 4

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

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

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

S. No.	Branch Name	Audit Firm	Accounting Period	Audit Fees paid for FY23/CY23	Audit Fees paid/ payable for FY24/CY24
1.	Riyadh	Alkharashi & Co. (Mazaras)	Financial Year	SAR 54,973	SAR 56,938
2.	Qatar	Mazars Consultants, Auditors and Partners	Financial Year	QAR 10,500	QAR 11,000
3.	Bahrain	Moore Stephens	Calendar Year	BHD 530	BHD 530
4.	Abu Dhabi	Jaxa Chartered Accountants	Financial Year	AED 5,000	AED 5,500
5.	Dubai-DIC	Jaxa Chartered Accountants	Financial Year	AED 5,000	AED 5,500
6.	Dubai-Mainland	Jaxa Chartered Accountants	Financial Year	AED 5,000	AED 5,500

Note: Amount of fees given above is exclusive of taxes.

The members are requested to authorize the Board of Directors of the Company (including its committees), to finalise the terms and conditions of appointment of above audit firm(s), including audit fees payable for FY25, which shall not exceed 20% of the audit fees paid/payable to such firms for FY24/CY24, as given hereinabove.

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

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

Item No. 5

Mr. Chintan Thakkar was appointed as an Executive Director designated as a Whole-time Director & Chief Financial Officer of the Company for a period of 5 (five) years i.e. from October 16, 2014 to October 15, 2019 at the 20th Annual General Meeting of the Company held on July 27, 2015. Thereafter, on completion of his first term, Mr. Chintan Thakkar was re-appointed as a Whole-time Director & Chief Financial Officer of the Company for a period of 5 (five) years i.e. from October 16, 2019 to October 15, 2024 at the 24th Annual General Meeting of the Company held on August 13, 2019.

The Board of Directors of the Company at its meeting held on May 16, 2024, on the recommendation of Nomination & Remuneration Committee, re-appointed Mr. Chintan Thakkar (DIN: 00678173) as a Whole-time

Director, liable to retire by rotation, to be designated as a Whole-time Director & Chief Financial Officer of the Company for a further term of 5 (five) consecutive years from the expiry of his present term, i.e. October 16, 2024 to October 15, 2029, at such remuneration and on such terms and conditions as approved by the Nomination & Remuneration Committee as given herein below, subject to the approval of the shareholders at this Annual General Meeting.

Mr. Thakkar has submitted his disclosure in Form MBP-1 in terms of Section 184(1) of the Companies Act, 2013 (the 'Act') read with Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014 and a declaration in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2.

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

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

The terms and conditions of re-appointment of Mr. Chintan Thakkar are as follows:

A. Fixed Pay (Including Basic Salary, House Rent Allowance (HRA), Special Allowance, or any other cash allowances of similar nature):

In the scale of ₹2.3 million to ₹6 million per month, which may be increased from time to time by the Board or the Committee within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. While determining the increments, the Board or the Committee will consider Company's and individual's performance; general increases recommended for the other executives, the business context, inflation and market benchmarking.

B. Variable Pay:

Variable Pay shall not exceed 60% of the Fixed pay for any financial year. The Variable pay is linked to achievement of performance criteria approved by the Board or the Committee. Such component shall be paid post the approval of the Board or the Committee at the end of the financial year or any other period as may be determined, after considering the actual performance against the criteria and is subject to limits approved by the members of the Company. The details of indicative performance criteria, which includes financial and non-financial parameters could be:

- Financial parameters may include: Growth in the billings/revenue/market capitalization, EBIDTA margin, operating cash flow, strategic and financial investments, mergers & acquisitions and any other criteria as may be determined by the Board or the Nomination & Remuneration Committee; and

- Non-financial parameters may include: maintaining good corporate governance practices, engaging and motivating high performing talent across organization, sustainability, engaging with Board and its committees and any other criteria as may be decided by the Board or the Nomination & Remuneration Committee.

C. Perquisites:

In addition to Fixed pay and Variable pay, Mr. Chintan Thakkar will be entitled to compensation/perquisites like cars with services of driver, group medical insurance, medical reimbursements, leave travel allowance, telephone/internet/fax at residence, cell phone expenses, club fee, health & personal accident insurance, Keyman insurance and such other perquisites as decided/approved by the Board or the Nomination & Remuneration Committee subject to a ceiling of 15% of the Fixed Pay.

D. Stock Options:

In addition to the above, Mr. Thakkar will also be entitled for such number of stock options as may be granted to him under any ESOP Scheme of the Company with the prior approval of the Nomination & Remuneration Committee or the Board. The maximum options granted to him in any financial year, shall not exceed the limit specified in ESOP Scheme of the Company. The criteria to grant ESOPs would include parameters such as performance of the individual and the grade. The vesting of ESOPs may be based on tenure or on the achievement of the Corporate performance parameters or the combination, as may be laid by the Committee or the Board.

E. Other Benefits & Retirals:

Mr. Thakkar shall also be entitled to Company's contribution to Provident Fund/Superannuation Fund, Gratuity paid at the end of the tenure and encashment of leaves as per the rules prevailing in the Company.

The total remuneration paid to Mr. Chintan Thakkar excluding items specifically exempted under Schedule V of the Companies Act, 2013, shall not at any time during the tenure exceed the limits prescribed under Schedule V except as may be allowed by the Companies Act, 2013.

Mr. Thakkar shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

F. General Conditions:

Mr. Chintan Thakkar will be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees and as amended from time to time by the Nomination & Remuneration Committee of the Board, within the overall limits prescribed under Schedule V and other relevant provisions of the Companies Act, 2013. In the event of absence or inadequacy of profits in any financial year during the tenure of Whole-time Director, the salary and perquisites payable to him shall be subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.

Mr. Thakkar does not receive any remuneration or sitting fees from any wholly-owned subsidiary companies of the company, where he is a Board Member, nor does he receive any fees, carry etc. from any of the Controlled Alternative Investment Funds.

The details of remuneration received by Mr. Chintan Thakkar in the last 5 (five) years is given on page no. 16 of this Notice (refer Note No. 1).

Taking into consideration the size of the Company, his profile, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level employees in other companies.

Requisite information/disclosure including brief profile/experience, etc. about the appointee as required under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 ('SS-2') on 'General Meetings', issued by the Institute of Company Secretaries of India are available in the Annexure-A to the Notice and detailed profile is available on the website of the Company at <http://www.infoedge.in/>. In the opinion of the Board, Mr. Thakkar possesses a distinctive combination of financial expertise and leadership capabilities essential for navigating the Company through evolving market conditions and fostering sustainable growth. His deep understanding of the Company's financial landscape, coupled with established relationships with stakeholders and investors, provides continuity and stability for sustained growth and operational efficiency. Keeping in view, the rich and varied experience of Mr. Chintan Thakkar, it would be in the interests of the Company to re-appoint him as Whole-time Director.

Mr. Chintan Thakkar satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as well as conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164

of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI, MCA or any other such Authority.

Mr. Chintan Thakkar is interested in the resolution set out at item no. 5 of the Notice with regard to his re-appointment 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 explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

The Directors are of the view that the re-appointment of Mr. Chintan Thakkar as Whole-time Director to be designated as Whole-time Director & CFO of the Company would be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the resolution set out at item no. 5 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/-

Jaya Bhatia

Company Secretary & Compliance Officer

Membership No: A33211

Place: Noida

Date: May 16, 2024

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 Nos. 3 & 5)

Name of the Director	Mr. Kapil Kapoor	Mr. Chintan Thakkar
Director Identification Number (DIN)	00178966	00678173
Designation	Non-Executive Chairman	Whole-time Director and CFO
Date of Birth (Age in years)	06/08/1964 (59)	30/09/1966 (57)
Nationality	Indian	Indian
Date of First Appointment on Board	01/10/2002	16/10/2014
Qualification	Bachelor's degree in Economics from the University of Delhi and a post graduate diploma in management (PGDM) from Indian Institute of Management, Ahmedabad. He has also pursued executive education programs at Ashridge University and Harvard University.	Bachelor's degree in Commerce from the University of Mumbai and Chartered Accountant.
Experience and expertise in Specific Functional Area	Mr. Kapoor has wide Managerial and Strategic Planning experience.	Mr. Thakkar has extensive experience in Finance, Consulting and Operations.
Experience /Brief Resume	<p>Mr. Kapil Kapoor is the founder and trustee of Ashoka University. He started his professional career in 1987 in sales and Brand management with Nestle India Ltd. He later worked with Bausch & Lomb, where he was part of the start-up team that launched RayBan Sunglasses and the Bausch & Lomb vision care range in India. He subsequently went on to manage the overseas marketing territories of Russia, Ukraine and East Africa in addition to the SAARC region. In 1996, Mr. Kapoor relocated to Thailand as the Country Manager for Bausch & Lomb and Commercial Director for South East Asia and the SAARC region.</p> <p>Mr. Kapoor then joined Timex Group and was Chairman and Managing Director of the publicly held Timex Group India Ltd. from October 2000 onwards. He also managed the Asia Pacific region for the Group from 2003 and eventually went onto become the Global Chief Operating Officer of Timex Group, USA from 2009 until 2013.</p>	<p>Mr. Thakkar is a Chartered Accountant by profession and has more than 30 years of experience in finance, consulting and operations. His experience includes creating innovative business models, joint ventures, structuring of transactions, merger and acquisition integration, fund raising, capital structuring, licensing models and large deals ranging right from software licenses to real estate. Prior to joining Info Edge (India) Ltd. in 2014, he worked with Computer Associates. Mr. Thakkar has received the Financial Express CFO Award 2023 for Medium Enterprises - Services Sector. Further, he was also recognized amongst the top 40 CFOs in India as per the list published by StartupLanes.</p>

Name of the Director	Mr. Kapil Kapoor	Mr. Chintan Thakkar
Terms & Conditions of Appointment including remuneration	Mr. Kapoor is a Non-Executive Director of the Company liable to retire by rotation and Chairman of the Board. He is eligible for receiving sitting fees for attending the Meetings of the Board & Committees thereof, where he is the member/chairman in accordance with the provisions of the Companies Act, 2013.	As set out in the Notice & explanatory statement annexed.
Remuneration Last Drawn	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance and Note No. 1 on next page for details.
No. of Board Meetings attended during the year, out of total 6 (six) Board Meetings held	6 (Six)	6 (Six)
Number of Shares held in the Company as on March 31, 2024 including shareholding as a beneficial owner	2,386,159 equity shares	34,247 equity shares
Relationship with Director/Manager/ KMP	None	None
Board Membership of Other Companies as on March 31, 2024	<ul style="list-style-type: none"> • Niyogin Fintech Limited (Listed Company); • TGPEL Precision Engineering Limited, (Formerly known as Timex Group Precision Engineering Limited.); and • International Foundation For Research and Education. 	<ul style="list-style-type: none"> • Makesense Technologies Limited, • Diphda Internet Services Limited, • Startup Investments (Holding) Limited, • Allcheckdeals India Private Limited, • Jeevansathi Internet Services Private Limited, • Smartweb Internet Services Limited, • Startup Internet Services Limited, • NewInc Internet Services Private Limited and • Sunrise Mentors Private Limited
Chairman/Member of the Committee of the Board of Directors as on March 31, 2024	<p>Info Edge (India) Limited</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee - Member • Nomination and Remuneration Committee - Member <p>Niyogin Fintech Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairman • Stakeholders' Relationship Committee - Member • Audit Committee - Member 	<p>Info Edge (India) Limited</p> <ul style="list-style-type: none"> • Business Responsibility & Sustainability Reporting Committee - Chairman • Stakeholders' Relationship Committee- Member • Corporate Social Responsibility Committee - Member • Risk Management Committee - Member • Committee of Executive Directors - Member

Name of the Director	Mr. Kapil Kapoor	Mr. Chintan Thakkar
Listed entities from which the person has resigned in the past three years	None	None

Note No. 1:

Details of remuneration paid to Mr. Chintan Thakkar during the last 5 (five) years:

(₹ Mn)

Financial Year	Fixed Pay	Variable Pay	Total remuneration paid	% increase in remuneration	PBT (before exceptional Item)	Market Capitalization
2019-20	17.37	4.9	22.27	1.7%	4,423	249,330
2020-21	20.07	4.5	24.57	10.3%	3,570	551,266
2021-22	22.09	4.77	26.86	9.3%	5,893	580,745
2022-23	26.75	6.23	32.98	22.8%	9,107	481,023
2023-24	28.96	7.44	36.40	10.4%	11,304	723,520
CAGR for the last 5 Years				10.7%	21.2%	26.3%

Note: Fixed pay includes basic salary and fixed allowances and variable pay includes annual bonus.

The Instructions for Remote E-Voting are as under:





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

Step 1: Access to NSDL E-Voting system

A) 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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-Voting services under Value added services. Click on "Access to E-Voting" under E-Voting services and you will be able to see E-Voting page. Click on company name or E-Voting service provider i.e. NSDL and you will be re-directed to E-Voting website of NSDL for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting.If you are 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.jspVisit 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page. Click on company name or E-Voting service provider i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>

Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach E-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>After successful login the Easi/Easiest user will be able to see the E-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see E-Voting page of the E-Voting service provider for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting. Additionally, links are to be provided to access the system of all E-Voting Service Providers, so that the user can visit the E-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a E-Voting link available on 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 able to see the E-Voting option where the evoting is in progress and also able to directly access the system of all E-Voting Service Providers.</p>
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. upon logging in, you will be able to see E-Voting option. Click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on company name or E-Voting service provider i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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:

- i) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com,
- ii) Click on **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address, etc.

- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the E-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of E-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and AGM is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the Remote E-Voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on 'VC/ OAVM' link placed under 'Join Meeting'.
3. Now you are ready for E-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter, etc. by clicking on 'Upload Board Resolution/Authority Letter'displayed under'E-Voting' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Webcast of the AGM:

1. The Shareholders are informed that the Company will be providing a facility to view the live streaming of the AGM Webcast on the NSDL website. You may access the same by following the Remote E-Voting process as given above in the Notice. The link will be available in shareholder login where the EVEN of Company will be displayed.
2. The Webcast facility will be available from 05:30 P.M. onwards on Wednesday, August 28, 2024.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com or contact Ms. Jaya Bhatia, Company Secretary at e-mail: investors@naukri.com.

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

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), self- attested scanned copy of PAN card, self- attested scanned copy of Aadhar Card by e-mail to investors@naukri.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self- attested scanned copy of PAN card, self- attested scanned copy of 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.com for procuring user id and password for E-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access E-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for E-Voting on the day of the AGM is same as the instructions mentioned above for Remote E-Voting.
2. Only those Members/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. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL E-Voting system. Members may access by following the steps mentioned above for **Access to NSDL E-Voting system**. After successful login, you can see link of 'VC/OAVM link' placed under '**Join meeting**' menu against 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@naukri.com. The same will be replied by the company suitably.

Information at a glance

Particulars	Details
Date and time of AGM	Wednesday, August 28, 2024, at 05:30 P.M. IST
Mode	Video Conferencing (VC)/Other Audio-Visual Means (OAVM)
Helpline number for VC/OAVM participation	022 - 4886 7000/ 022 - 2499 7000
Webcast and transcripts	https://www.infoedge.in/InvestorRelations/IR_AGM_Notice
Final dividend record date	Monday, July 29, 2024
Final dividend payment date	On or after September 5, 2024
Information of tax on final dividend 2023-24	https://www.infoedge.in/InvestorRelations/Investor_Services_Tax
Cut-off date for E-Voting	Wednesday, August 21, 2024
E-Voting start date and time	Saturday, August 24, 2024 at 9:00 A.M. IST
E-Voting end date and time	Tuesday, August 27, 2024 at 5:00 P.M. IST
E-Voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of E-Voting service provider	<p>Contact name: Ms. Pallavi Mhatre- Senior Manager National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Contact details: E-mail ID: evoting@nsdl.com Contact number: 022-4886 7000</p>
Name, address and contact details of Registrar and Transfer Agent	<p>Contact name: Mr. Shamwant Kushwah Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi 110058 Contact details: E-mail ID: delhi@linkintime.co.in Contact number: 011-49411000</p>