



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

[Notice pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014]

To,

Members of INFO EDGE (INDIA) LIMITED,

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Info Edge (India) Limited ("Company") by means of Postal Ballot through Remote E-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through E-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively (collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India ("ICSI") and notified by Ministry of Corporate Affairs ("SS-2"), and other applicable provisions, if any for the time being in force. The explanatory statement pursuant to Sections 102(1) and 110 of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed herewith for your consideration and forms an integral part of this Notice.

Pursuant to the MCA Circulars and Section 108 and 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ("Notice") along with the explanatory statement and Remote E-voting instructions only through electronic mode to all those Members, whose e-mail addresses are registered with the Company/Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on March 15, 2024 ("Cut-off date"). Each Member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting.

In compliance with the requirements of the MCA Circulars as issued from time to time, physical copy of this Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and they are required to communicate their assent or dissent through the Remote E-voting system only.

In compliance with Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, M/s. Chandrasekaran Associates, Company Secretaries failing him, Mr. Shashikant Tiwari (Membership No. F11919), Partner, M/s. Chandrasekaran Associates, Company

Secretaries, failing him Mr. Lakhan Gupta (Membership No. F12682), Partner, M/s. Chandrasekaran Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through Remote E-voting process in a fair and transparent manner.

You are requested to peruse the following proposed Resolution along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only. Remote E-voting will open for the Members for exercising their vote on Friday, March 22, 2024 (at 09:00 A.M. IST) and ends on Saturday, April 20, 2024 (at 05:00 P.M. IST) both days inclusive.

PROPOSED RESOLUTION:

1. Re-appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and on the recommendation of Nomination & Remuneration Committee and the Board of Directors, Ms. Geeta Mathur (DIN: 02139552), who holds office as an Independent Director upto May 27, 2024 and who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from May 28, 2024 up to May 27, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with the authority to further delegate to any other Officer(s)/Authorized Representative(s) of the Company 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.”

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

Sd/-

Jaya Bhatia

Company Secretary & Compliance Officer

Membership No. A33211

Place: Noida

Date : February 13, 2024

NOTES FOR MEMBER'S ATTENTION

1. The explanatory statement pursuant to Sections 102(1) and 110 of the Act, along with details in terms of SS-2 and Regulation 36(3) of the Listing Regulations setting out all material facts relating to the proposed resolution of this Notice is annexed herewith.
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. 12, for procuring user id and password, and registration of e-mail addresses for Remote E-voting for the resolution set out in this Notice.
3. Dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the postal ballot process by e-mail to the Members of the Company. The portal for Remote E-voting will remain open for the Members for exercising their votes from Friday, March 22, 2024 (at 09:00 A.M. IST) uptill Saturday, April 20, 2024 (at 05:00 P.M. IST) both days inclusive. Please note that Remote E-voting module will be disabled for voting by RTA after the said date and time and the Members shall not be allowed to vote once the Remote E-voting module is disabled. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Friday, March 15, 2024 ("Cut-off date"), may cast their vote electronically only. Once a vote on a resolution has been cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again on the said resolution.
4. Voting rights of Members shall be reckoned in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-off date i.e. Friday, March 15, 2024. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on the Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
5. Members may note that this Notice will also be available on Company's website (<https://www.infoedge.in>), Stock Exchanges' website (<https://www.bseindia.com> and <https://www.nseindia.com>) and RTA's website (<https://instavote.linkintime.co.in>).
6. It is clarified that if a Member fails to provide or update the 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. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act along with Statutory Registers as may be applicable, will be available for inspection via electronic mode until the last day of Remote E-voting, i.e. Saturday, April 20, 2024. Members can inspect the same by writing an e-mail to the Company at investors@naukri.com.
8. As required by Rule 20 and Rule 22 of the 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).
9. The Scrutinizer shall, after the conclusion of Remote E-voting, unblock the votes casted through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the prescribed timeline, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. Results of Postal Ballot will be announced by the Chairman, or any other person authorised by the Chairman in writing for this purpose on or before Tuesday, April 23, 2024 at the Corporate Office/Registered Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Corporate and Registered Office of the Company as well as communicated to National Stock Exchange

of India Limited (“NSE”) and BSE Limited (“BSE”) where the shares of the Company are listed. Additionally, the results will also be displayed on the Company’s website viz. <http://www.infoedge.in> and on website of RTA viz. <https://instavote.linkintime.co.in>.

11. The resolution proposed in this Notice, if passed by requisite votes, shall be deemed to have been passed on the last date of Remote E-voting i.e. Saturday, April 20, 2024. The Resolution, if passed by requisite majority, shall be deemed to be passed as if the same has been passed at a general meeting of the Members convened in that behalf.
12. Voting through electronic means: Instructions and other information relating to Remote E-Voting are as below:

In compliance with provisions of Section 108 of the 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 through the electronic voting (the “E-voting”) facility arranged by the Company’s RTA.

Remote E-Voting instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholder holding securities in dematerialized mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholder holding securities in dematerialized mode is given below:

Individual Shareholder holding securities in dematerialized mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote E-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote E-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote E-voting period.

Individual Shareholder holding securities in dematerialized mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi.
- c) Login with user id and password.
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the Remote E-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote E-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, the user will be provided Login ID and password.
- d) After successful login, user will be able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote E-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the Remote E-voting period.

Individual Shareholder holding securities in dematerialized mode with Depository Participant:

Individual shareholder can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After Successful login, Members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, Members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in dematerialized mode is given below:

Individual Shareholder of the Company, holding shares in physical form/Non-Individual Shareholders holding securities in dematerialized mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No. + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- Set the password of your choice (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).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour/ Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour/Against, 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.

Guidelines for Institutional shareholders (“Corporate Body/Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/Custodian/Mutual Fund”.
- c) Fill up your entity details and submit the form.

- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section.
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on the Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through Remote E-voting.

The corporate shareholder can vote by two methods, once Remote E-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of Remote E-voting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e., Favour/Against, click on ‘Submit’.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.

- c) Select '**View**' icon for '**Company's Name/Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour/Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in dematerialized mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in dematerialized mode:

Individual Shareholders holding securities in dematerialized mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 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

Forgot Password:

Individual shareholder holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot 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 his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholder ("Corporate Body/Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholder holding securities in dematerialized mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID, and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholder holding securities in dematerialized mode with NSDL/CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

In case of shareholders who have not registered their e-mail address:

In terms of the MCA Circulars, the Company has sent Postal Ballot Notice in electronic form only and physical copy of the Postal Ballot Notice and Postal ballot form has not been sent to the shareholders for this Postal Ballot process. 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 e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

Registration of e-mail address by 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 follow 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, 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.

Permanent Registration of e-mail address by shareholders holding shares Dematerialized 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 (DP) by following the procedure prescribed by the Depository Participant.

Temporary Registration of e-mail address by shareholders holding shares Dematerialized 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.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013, sets out the material facts relating to the proposed Resolution mentioned in the accompanying Notice dated February 13, 2024.

Item No. 1

Ms. Geeta Mathur (DIN: 02139552) was appointed as a Non-Executive, Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 ("Act") read with the Rules made thereunder, for a period of 5 (five) consecutive years w.e.f. May 28, 2019 upto May 27, 2024, upon approval of Members at the 24th Annual General Meeting of the Company held on August 13, 2019. Accordingly, she will be completing her first term as Non-Executive, Independent Director on May 27, 2024.

Based on the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors of the Company at its meeting held on February 13, 2024, proposed the re-appointment of Ms. Geeta Mathur as an Independent Director of the Company, not liable to retire by rotation, for a second term for 5 (five) consecutive years effective from May 28, 2024 up to May 27, 2029 (both days inclusive), for the approval of the Members by way of a Special Resolution.

The NRC, after taking into account the performance evaluation of Ms. Geeta Mathur during her first term of 5 (five) consecutive years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second term of 5 (five) consecutive years.

The Board had opined that Ms. Geeta Mathur's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Ms. Geeta Mathur is eligible for re-appointment as an Independent Director. The Board was satisfied that the re-appointment of Ms. Geeta Mathur is justified due to the following reasons:

- Her deep knowledge and expertise in risk management, banking and treasury, and strong understanding of systems, including IT systems and processes for efficient budgeting and working capital management.
- Her educational background and rich experience of over 25 (twenty-five) years across areas of Corporate Finance, Treasury, Risk Management, and Investor relations.

In the opinion of the Board, Ms. Geeta Mathur is a person of integrity and fulfils the conditions specified under the Act read with the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for her re-appointment as a Non-Executive Independent Director of the Company and is independent of the Management and her association as an Independent Director will immensely benefit the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Geeta Mathur for the office of Director of the Company.

Ms. Geeta Mathur has submitted a declaration in prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

Ms. Geeta Mathur has also submitted a declaration to the Company to the effect that she meets the criteria of Independence as provided under Section 149(6) of the Act and provisions of SEBI Listing Regulations. Further, Ms. Geeta Mathur has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

Ms. Geeta Mathur has also confirmed that in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, she is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Ms. Geeta Mathur has also submitted a declaration that she is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Brief profile of Ms. Geeta Mathur is as follows:

Ms. Geeta Mathur is a chartered accountant, with over 25 years of experience in banking, risk management and treasury in large organizations. She helped in formulating and financing risk mitigated growth strategies.

Ms. Mathur started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance. She represented ICICI on the Board of reputed companies such as Eicher Motors, Siel Limited etc. She then worked in various capacities in large organizations such as IBM and Emaar MGF across areas of Corporate Finance, Treasury, Risk Management and Investor relations. Ms. Geeta Mathur has a strong understanding of systems, including IT systems and processes for efficient budgeting and working capital management.

Ms. Geeta Mathur transitioned to the development sector and worked as CFO of Helpage India, one of the largest and oldest national level NPO in India. She brought about systemic changes in the financial management systems including transition to Oracle ERP and won several awards for presentation and transparency in presentation of Accounts during her tenure.

Ms. Geeta Mathur currently serves as an Independent Director in various large listed Companies. She is a member and/chairperson of several Committees viz. Audit Committees, Risk Management Committees and Nomination & Remuneration Committees. Ms. Geeta Mathur's exposure to multiple industries and disciplines helps her cross pollinate ideas and contribute effectively as a Board Member. She is the co-chair of the India chapter of Women Corporate Directors Foundation, a US based organization with a mission to foster a powerful, trusted community of influential women corporate directors.

Ms. Geeta Mathur is interested in the Resolution set out at Item No. 1 of this Notice with regard to her re-appointment. The relatives of Ms. Mathur may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

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.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company <https://www.infoedge.in/pdfs/terms-and-conditions-of-appointment-of-independent-directors.pdf> and are available for inspection.

The Board recommends the Resolution set out at Item No. 1 of the Notice for approval by the Members of the Company as a Special Resolution.

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

Sd/-

Jaya Bhatia
Company Secretary & Compliance Officer
Membership No. A33211

Place: Noida
Date : February 13, 2024

Annexure A

Details of the Director seeking re-appointment through Postal Ballot

[Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Item No. 1

Name	Ms. Geeta Mathur
Director Identification Number (DIN)	02139552
Date of Birth (Age in years)	November 21, 1966 (57 years)
Nationality	Indian
Date of first appointment on the Board of the Company	May 28, 2019
Qualifications	Chartered Accountant and Bachelor's degree in Commerce from Shri Ram College of Commerce, Delhi University.
Experience and expertise in specific functional area	Ms. Geeta Mathur has over 25 years of experience in banking, large corporate treasuries, investor relations and development sector. She has specialization in the area of project, corporate and structured finance, treasury, investor relations and strategic planning.
Brief Resume	Please refer the Explanatory Statement.
Terms & conditions of re-appointment and remuneration	Ms. Mathur will be re-appointed for a term of 5 years as an Independent Director of the Company. The terms & conditions of her re-appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.
Remuneration last drawn (Rs. In Million)	Rs. 3.18 Million*
No. of Board meetings attended during the year (till February 13, 2024)	4 (Four)#
Number of shares held in the Company as on February 13, 2024 including shareholding as a beneficial owner	125 Shares directly and 497 Shares of the Company jointly with her spouse.
Relationship with other Directors/ Key Managerial Personnel	None
Board Membership of Other Companies as on February 13, 2024	<p>Listed Companies</p> <ul style="list-style-type: none"> • Motherson Sumi Wiring India Limited • ONMOBILE Global Limited • 360 One Wam Limited • Healthcare Global Enterprises Limited • IIFL Finance Limited • NIIT Limited <p>Unlisted Companies</p> <ul style="list-style-type: none"> • 360 One Asset Management Limited • Hero Housing Finance Limited • Ummeed Housing Finance Private Limited • Canara HSBC Life Insurance Company Limited • IPE Global Centre for Knowledge and Development • SENTISS Pharma Private Limited • India Infoline Finance Limited

Chairperson/Member of the Committees of the Board of Directors as on February 13, 2024

Healthcare Global Enterprises Limited

- Audit Committee – Chairperson
- Nomination and Remuneration Committee – Member

NIIT Limited

- Audit Committee - Chairperson
- Nomination and Remuneration Committee – Member
- Risk Management Committee – Chairperson
- Share Allotment Committee- Member

360 One Wam Limited

- Audit Committee – Chairperson
- Nomination and Remuneration Committee – Chairperson
- Risk Management Committee – Member
- Information Technology Strategy Committee- Member

IIFL Finance Limited

- Audit Committee – Member
- Risk Management Committee – Chairperson
- IT Strategy Committee- Member
- ESG Committee- Chairperson

Motherson Sumi Wiring India Limited

- Audit Committee - Member
- Nomination and Remuneration Committee – Member
- Risk Management Committee - Chairperson

Onmobile Global Limited

- Audit Committee – Member
- Risk Management Committee - Chairperson
- Corporate Social Responsibility Committee – Chairperson

360 One Asset Management Limited

- Audit Committee – Member
- Nomination and Remuneration Committee – Member
- Risk Management Committee-Member

Hero Housing Finance Limited

- Audit Committee – Member
- Nomination and Remuneration Committee- Member
- Risk Management Committee- Member
- IT Strategy Committee- Member
- Corporate Social Responsibility Committee- Member

Canara HSBC Life Insurance Company Limited

- Audit Committee – Chairperson
- Nomination & Remuneration Committee- Member
- Corporate Social Responsibility Committee- Member
- Policyholder Protection Committee-Chairperson
- With Profits Committee-Chairperson

	<p>Ummeed Housing Finance Private Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Member • Audit Committee-Member <p>Sentiss Pharma Private Limited</p> <ul style="list-style-type: none"> • Audit Committee-Member • Corporate Social Responsibility Committee-Member
Listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> • Samvardhana Motherson International Limited • JTEKT India Limited
Skills and capabilities required for the role and the manner in which Director meets such requirements	Please refer the Explanatory Statement.

* Remuneration includes sitting fees and commission paid during FY23.

4 (Four) Board meetings were held during the FY24 till February 13, 2024.