

**◉ INFO EDGE ◉**  
**INFO EDGE (INDIA) LTD.**

Date: March 5, 2020

1. **The Manager- Listing**  
**National Stock Exchange of India Limited**  
(Scrip Code: NAUKRI)
2. **The Manager- Listing**  
**BSE Limited**  
(Scrip Code: 532777)

**Subject: Results of Postal Ballot & Remote E-voting under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")**

Dear Sir/Madam,

This is in reference to our letter dated January 31, 2020, wherein we enclosed the Notice of Postal Ballot along with the explanatory statement annexed thereto, seeking consent of the members by way of Special Resolution vide Postal Ballot & Remote E-voting with respect to the following business:

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

In connection with the above, the Company is pleased to inform that the members of the Company have approved the above mentioned special resolution with requisite majority.

The approval is deemed to have been received on the last date for receipt of duly completed postal ballot forms i.e. March 3, 2020.

The Scrutinizer's Report is enclosed herewith for your ready reference and the same is also being uploaded on the website of the Company-[www.infoedge.in](http://www.infoedge.in)

The summarized voting result of the postal ballot and remote e-voting in the prescribed format under Regulation 44(3) of LODR are also enclosed herewith.

You are requested to take the same on record.

Thanking you,

For Info Edge (India) Limited,

  
  
(MM Jain)  
SVP-Secretarial  
& Company Secretary

**Scrutinizer's Report**

To,

The Chairman

**Info Edge (India) Limited**Ground Floor, GF-12A, 94, Meghdoot,  
Nehru Place, New Delhi - 110019**Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated January 18, 2020 through Postal Ballot Process.**

Dear Sir,

I, Rupesh Agarwal, Managing Partner of M/s. Chandrasekaran Associates, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of Info Edge (India) Limited for scrutinizing Postal Ballot voting including **remote e-voting** in respect of passing of the resolution contained in the Notice dated January 18, 2020 ("Notice") through Postal Ballot Process.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder; and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot voting including remote e-voting.

My responsibility as a scrutinizer is restricted to prepare a scrutinizer's report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of Link Intime India Pvt. Ltd. ("LinkIntime") i.e. (<https://instavote.linkintime.co.in>), the authorised agency engaged by the Company to provide remote e-voting facilities and scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. IST on Tuesday, March 3, 2020.

I submit my report as under:

1. After the time fixed for closing of the **remote e-voting**, i.e. 5:00 P.M. IST on Tuesday, March 3, 2020, a final electronic report was **generated** by accessing the data available to me from the website (<https://instavote.linkintime.co.in>) of LinkIntime. The data regarding the remote e-voting was diligently scrutinized.
2. The physical postal ballots received **till the time fixed for closing of the Postal Ballot** i.e. on or before 5:00 P.M. IST on Tuesday, March 3, 2020, 'through postage-prepaid self-addressed Business Reply Envelopes, were **diligently** scrutinized and reconciled with the records maintained by the Company through **LinkIntime**, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
3. The votes were unblocked on Tuesday, March 3, 2020 around 5.30 P.M IST in the presence of two witnesses, Mr. Shashikant Tiwari, R/o C-242A, Pandev Nagar, Delhi-110092 and Ms. Princi Agrawal, R/o H-10/6, Malviya Nagar, Delhi-110017, who are not in the employment of

**Certified to be True Copy  
For Info Edge (India) Limited****Company Secretary**

11-F, Pocket-IV, Mayur Vihar Phase-I, Delhi-110 091.

Phone : 2271 0514, 2271 3708, E-mail : [info@cacsindia.com](mailto:info@cacsindia.com), visit us at : [www.cacsindia.com](http://www.cacsindia.com)

4. the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Shashikant Tiwari



Ms. Princi Agrawal

The result of the scrutiny of the above postal ballot voting including remote e-voting in respect of passing of the resolution contained in the Notice is as under:

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

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

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

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For Info Edge (India) Limited

Company Secretary



aforesaid and to seek and obtain requisite consents and/or approvals as the Board may deem fit and appropriate to give effect to the same.”

|       | Particulars  | E-VOTING                |                    | PHYSICAL BALLOT         |                    | TOTAL                   |                    |
|-------|--|-------------------------|--------------------|-------------------------|--------------------|-------------------------|--------------------|
|       |  | Number of members voted | Votes held by them | Number of members voted | Votes held by them | Number of members voted | Votes held by them |
|       | Total No. of Members & Shares held by them                     | 427                     | 45356529           | 80                      | 54452747           | 507                     | 99809276           |
| Less: | Total No. of Members & Invalid/Rejected Votes                  | 0                       | 0                  | 7                       | 96                 | 7                       | 96                 |
| Less: | Total No. of Members & Votes not exercised/Partially exercised | 8*                      | 722415             | 1                       | 1                  | 9                       | 722415             |
|       | No. of Valid Votes Cast  | 419                     | 44634114           | 72                      | 54452650           | 491                     | 99086764           |

\*8(Eight) members who hold 1561396 equity shares in total, partially exercised their voting rights for 838981 equity shares and not exercised for 722415 equity shares respectively.

| Particulars | E-VOTING                |                    | PHYSICAL BALLOT         |                    | TOTAL                   |                    | % of total number of valid votes cast |
|-------------|-------------------------|--------------------|-------------------------|--------------------|-------------------------|--------------------|---------------------------------------|
|             | Number of members voted | Votes held by them | Number of members voted | Votes held by them | Number of members voted | Votes held by them |                                       |
| Favour      | 145**                   | 27918270           | 66                      | 54452396           | 211                     | 82370666           | 83.13                                 |
| Against     | 283**                   | 16715844           | 6                       | 254                | 289                     | 16716098           | 16.87                                 |
| Total       | 428**                   | 44634114           | 72                      | 54452650           | 500                     | 99086764           | 100.00                                |

\*\*1(one) member holding 12880 equity shares in total, who have also exercised its voting rights for 10900 equity shares in favour and 1980 equity shares in against.

4. This report is based on register of voting, i.e. vote cast through remote e-voting and voting through postal ballot.

*[Signature]*  
**Certified to be True Copy**  
**For Info Edge (India) Limited**  
 Company Secretary



5. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballots received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking You,  
Yours faithfully,


  


Rupesh Agarwal  
Managing Partner  
M/s. Chandrasekaran Associates  
Membership No.: A16302  
CP No.: 5673  
UDIN: A016302A000594814

Place: Delhi  
Date: 05.03.2020

Countersigned by:  
For **INFO EDGE (INDIA) LIMITED**

  
Chairman or Director/ Company  
Secretary authorised by h  


  
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For Info Edge (India) Limited

Company Secretary



**INFO EDGE (INDIA) LTD.**

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

|   |                        |
|---|------------------------|
| <b>Date of Postal Ballot</b>  | Tuesday, March 3, 2020 |
| <b>Total number of Shareholders as on record/cut- off date, i.e. January 24, 2020</b> | 52,351                 |
| <b>No. of Shareholders present in the meeting either in person or proxy</b>           |                        |
| <b>Promoter and Promoter Group</b>  | Not Applicable         |
| <b>Public</b>   |                        |
| <b>Total</b>  |                        |
| <b>No. of Shareholders attended the meeting through video conferencing</b>            |                        |
| <b>Promoter and Promoter Group</b>  | Not Applicable         |
| <b>Public</b>   |                        |
| <b>Total</b>  |                        |



| Resolution 1  |                               |                              |  |  |                                 |                               |   |   |
|---|-------------------------------|------------------------------|--|--|---------------------------------|-------------------------------|---|---|
| Resolution Required (Ordinary/ Special)                                   |                               |                              | Special  |  |                                 |                               |   |   |
| Whether promoter/ promoter group are interested in the agenda/ resolution |                               |                              | No   |  |                                 |                               |   |   |
| Description of the Resolution Considered                                  |                               |                              | Authorization to give loan or give guarantee or provide security in connection with a loan or to make investments and acquire by way of subscription, purchase or otherwise the securities in excess of the prescribed limit under Section 186 of the Companies Act, 2013. |  |                                 |                               |   |   |
| Category  | Mode of Voting                | Number of shares held<br>(1) | Number of votes polled<br>(2)  | % of Votes Polled on outstanding shares<br>(3) = (2)/(1)*100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=(4)/(2)*100 | % of Votes against on votes polled<br>(7)=(5)/(2)*100 |
| Promoter and Promoter Group   | E-Voting                      | 49597546                     | 0  | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | Poll                          |                              | 0  | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | Postal Ballot (if applicable) |                              | 49597546   | 100.00   | 49597546                        | 0                             | 100.00  | 0.00  |
|   | <b>Total</b>                  |                              | <b>49597546</b>  | <b>49597546</b>  | <b>100.00</b>                   | <b>49597546</b>               | <b>0</b>  | <b>100.00</b>   |
| Public-Institutions   | E-Voting                      | 60024839                     | 44633817   | 74.36  | 27918100                        | 16715717                      | 62.55   | 37.45   |
|   | Poll                          |                              | 0  | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | Postal Ballot (if applicable) |                              | 0  | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | <b>Total</b>                  |                              | <b>60024839</b>  | <b>44633817</b>  | <b>74.36</b>                    | <b>27918100</b>               | <b>16715717</b>   | <b>62.55</b>  |
| Public- Non Institutions  | E-Voting                      | 12893774                     | 297  | 0.00   | 170                             | 127                           | 57.24   | 42.76   |
|   | Poll                          |                              | 0  | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | Postal Ballot (if applicable) |                              | 4855104  | 37.65  | 4854850                         | 254                           | 99.99   | 0.01  |
|   | <b>Total</b>                  |                              | <b>12893774</b>  | <b>4855401</b>   | <b>37.66</b>                    | <b>4855020</b>                | <b>381</b>  | <b>99.99</b>  |
| <b>Total</b>  |                               | <b>122516159</b>             | <b>99086764</b>  | <b>80.88</b>   | <b>82370666</b>                 | <b>16716098</b>               | <b>83.13</b>  | <b>16.87</b>  |

