

Date: February 28, 2023

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

**Subject: Notice of Postal Ballot & Remote E-voting**

Dear Sir/Madam,

In compliance with Regulation 30 and other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated February 21, 2023, seeking approval of the Members of the Company in respect of the following Proposed resolutions for your information and records.

<b><u>Item No.</u></b>	<b><u>Proposed Resolutions</u></b>	<b><u>Resolution Type</u></b>
1	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013	Special Resolution
2	Appointment of Mr. Arindam Kumar Bhattacharya (DIN: 01570746) as Director to be designated as an Independent Director of the Company	Special Resolution
3	Appointment of Ms. Aruna Sundararajan (DIN: 03523267) as Director to be designated as an Independent Director of the Company	Special Resolution
4	Appointment of Mr. Pawan Goyal (DIN: 07614990) as Whole-time Director of the Company	Ordinary Resolution
5	Continuation of Ms. Bala C Deshpande (DIN: 00020130) as a Non-Executive Director of the Company	Ordinary Resolution
6	Continuation of Mr. Saurabh Srivastava (DIN: 00380453) as a Non-Executive (Non-Independent) Director of the Company	Special Resolution
7	Continuation of Mr. Naresh Gupta (DIN: 00172311) as a Non-Executive (Non-Independent) Director of the Company	Ordinary Resolution

Pursuant to MCA General Circular dated December 28, 2022 read with General Circulars dated April 08, 2020 and April 13, 2020, physical copy of the Postal Ballot Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

This is to further inform you that pursuant to Section 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, read with rules framed thereunder, the Company has completed the electronic dispatch of the Postal Ballot Notices, along with the Explanatory statement under Section 102 of the Act, read with rules framed thereunder, on Tuesday, February 28, 2023 to all the Members whose names appear in Register of Members/List of Beneficial Owners, as on Friday, February 24, 2023 i.e. Cut-off date for the said purpose.



The Company has engaged the services of Link Intime India Private Limited (“LinkIntime”) for the purpose of providing Remote E-voting facility to all its Members. The Remote E-voting commences from Wednesday, March 01, 2023 (9:00 A.M. IST) and shall end on Thursday, March 30, 2023 (5:00 P.M. IST).

The Postal Ballot Notice along with Explanatory Statement is also available on the website of the Company <https://www.infoedge.in>, Stock Exchanges’ website (<https://www.bseindia.com> and <https://www.nseindia.com> ) and on the website of LinkIntime (<https://instavote.linkintime.co.in>).

The results of the Postal Ballot will be declared at the Registered Office/Corporate Office of the Company on or before Sunday, April 02, 2023 and also be displayed on the website of the Company i.e. <https://www.infoedge.in> and the website of LinkIntime at <https://instavote.linkintime.co.in> and the results will be intimated to the Stock Exchanges where the Company’s shares are listed.

Thanking You,

Yours faithfully,  
For **Info Edge (India) Ltd.**

**Chintan Thakkar**  
**Whole-time Director & CFO**



## 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](mailto:investors@naukri.com)

### **NOTICE OF POSTAL BALLOT**

**[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management & Administration) Rules, 2014]**

To,

Members of INFO EDGE (INDIA) LIMITED,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Info Edge (India) Limited ("**the 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 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the 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 and 11/2022 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 and December 28, 2022 respectively (collectively referred to as "**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**"), and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed herewith for your consideration.

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ("**Notice**") along with explanatory statement and Remote E-voting instructions only through electronic mode to all those members, whose e-mail addresses are registered with the Company/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 Friday, February 24, 2023 ("**Cut-off date**"). Each Member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting.

In compliance with the requirements of the MCA Circulars, physical copy of 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, Practicing Company Secretaries failing him, Mr. Shashikant Tiwari (Membership No. F11919), Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot/Remote E-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of M/s. Link Intime India Pvt. Ltd. ("**Linkintime**") to provide Remote E-voting facility to the Members of the Company, enabling them to cast their vote electronically in a secure manner. Please refer the instructions for Remote E-voting forming part of the Notes to this Notice to understand the process and manner in which Remote E-voting is to be carried out.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of Remote E-Voting facility only. Remote E-voting will remain open for the Members for exercising their voting from Wednesday, March 01, 2023 (at 09:00 A.M. IST) and ends on Thursday, March 30, 2023 (at 05:00 P.M. IST) both days inclusive. The Remote E-voting needs to be exercised by 05:00 P.M. (IST) on Thursday, March 30, 2023.

**PROPOSED RESOLUTIONS:**

**ITEM No. 1: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013**

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

“RESOLVED THAT consent of the members be and is hereby accorded in pursuance of the provisions of Sections 5 and 14 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, of the Act read with the Rules made thereunder, as amended or re-stated from time to time, to adopt the new set of Articles of Association in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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, as the Board of Directors may deem fit and appropriate, to give effect to the above.”

**ITEM No. 2: APPOINTMENT OF MR. ARINDAM KUMAR BHATTACHARYA (DIN: 01570746) AS DIRECTOR TO BE DESIGNATED 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 Section 161 of the Companies Act, 2013 (“the Act”), and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder and Articles of Association of the Company, Mr. Arindam Kumar Bhattacharya (DIN: 01570746), who was appointed as an Additional (Non-Executive Independent) Director of the Company, with effect from February 11, 2023, by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, Mr. Arindam Kumar Bhattacharya, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from February 11, 2023 upto February 10, 2028.

RESOLVED FURTHER THAT the Board of Directors 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 Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto.”

**ITEM No. 3: APPOINTMENT OF MS. ARUNA SUNDARARAJAN (DIN: 03523267) AS DIRECTOR TO BE DESIGNATED 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 Section 161 of the Companies Act, 2013 (“the Act”), and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder and Articles of Association of the Company, Ms. Aruna Sundararajan (DIN: 03523267), who was appointed as an Additional (Non-Executive Independent) Director of the Company, with effect from February 11, 2023, by the Board

of Directors, based on the recommendation of the Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, Ms. Aruna Sundararajan, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from February 11, 2023 upto February 10, 2028.

RESOLVED FURTHER THAT the Board of Directors 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 Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto."

#### **ITEM No. 4: APPOINTMENT OF MR. PAWAN GOYAL (DIN: 07614990) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to Sections 152, 160 and 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Pawan Goyal (DIN: 07614990), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from April 30, 2023.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Act and the rules made thereunder read with Schedule V to the Act and Regulation 17 and the 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), and the applicable provisions of the Articles of Association of the Company and recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint Mr. Pawan Goyal as a Whole-time Director of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years i.e. from April 30, 2023 upto April 29, 2028, on the terms and conditions including the payment of remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Pawan Goyal.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pawan Goyal, 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 of Directors 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 Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto."

#### **ITEM No. 5: CONTINUATION OF MS. BALA C DESHPANDE (DIN: 00020130) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and

is hereby accorded for continuation of Ms. Bala C Deshpande (DIN: 00020130) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, as a Non-Executive Director, liable to retire by rotation, on the Board of the Company from April 01, 2023 till August 12, 2023, after expiry of her present tenure on March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors 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 Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto.”

**ITEM No. 6: CONTINUATION OF MR. SAURABH SRIVASTAVA (DIN: 00380453) AS A NON-EXECUTIVE (NON-INDEPENDENT) DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation of Mr. Saurabh Srivastava (DIN: 00380453) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, as a Non-Executive (Non-Independent) Director, liable to retire by rotation, on the Board of the Company from April 01, 2023 till August 12, 2023, after expiry of his present tenure as an Independent Director on March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors 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 Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto.”

**ITEM No. 7: CONTINUATION OF MR. NARESH GUPTA (DIN: 00172311) AS A NON-EXECUTIVE (NON-INDEPENDENT) DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation of Mr. Naresh Gupta (DIN: 00172311) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, as a Non-Executive (Non-Independent) Director, liable to retire by rotation, on the Board of the Company from April 01, 2023 till August 12, 2023, after expiry of his present tenure as an Independent Director on March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors 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 Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto.”

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 21, 2023

## **NOTES FOR MEMBER'S ATTENTION**

1. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to Item nos. 1 to 7 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 ids for Remote E-voting for the resolutions set out in this Notice.
3. Dispatch of the Notice shall be deemed to be completed on the day on which Linkintime 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 Wednesday, March 01, 2023 (at 9:00 A.M. IST) and ends on Thursday, March 30, 2023 (at 5:00 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. During this period, the members of the Company holding shares either in physical form or dematerialised form, as on Friday, February 24, 2023 (the "Cut-off date"), may cast their vote electronically. Once 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.
4. Voting rights of members shall be 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, February 24, 2023. 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 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 Linkintime's website (<https://instavote.linkintime.co.in>).
6. It is clarified that if a member fails to provide or update relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
7. 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. Thursday, March 30, 2023. Members can inspect the same by writing an e-mail to the Company at [investors@naukri.com](mailto: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, not later than two days of the conclusion of voting i.e. Thursday, March 30, 2023, 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 Sunday, April 02, 2023 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 presently listed. Additionally, the results will also be displayed on the Company's website viz. <http://www.infoedge.in> and on website of Linkintime viz. <https://instavote.linkintime.co.in>.
11. The resolutions 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. Thursday, March 30, 2023.

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 businesses 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 shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. Shareholders are advised to update their mobile number and Email-id in their demat accounts to access Remote E-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**1. Individual Shareholders holding securities in demat mode with NSDL**

- i. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the Remote E-Voting period.
- ii. 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.jsp>
- iii. 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. 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 held 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the Remote E-Voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL**

- i. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User Id and password. The 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- ii. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see E-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the Remote E-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



### 3. **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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the Remote E-Voting period.

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

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

- a. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- b. 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.*
- c. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
- d. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.
  - 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).

#### **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:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to login on the e-voting system of LinkIntime at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian/Mutual Fund/Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian/Mutual Fund/Corporate Body’** login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact LinkIntime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholder holding securities in Physical 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 LinkIntime: <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 shareholders 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 minimum 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.

**Individual Shareholders holding securities in demat 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 abovementioned 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 form has not been sent to the shareholders for the 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 email id 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 LinkIntime, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) on their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services

tab by choosing the E-mail heading 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 id and also upload the image of PAN, aadhar card, share certificate & 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.

**For Permanent Registration for Demat shareholders:**

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

**For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with LinkIntime by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) on their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and following 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 id and also upload the image of CML, PAN, aadhar card & Form ISR-1 in PDF or JPEG format (upto 1 MB). In case of any queries, member may write to [rnt.helpdesk@linkintime.co.in](mailto: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 SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out the material facts relating to the proposed resolutions mentioned in the accompanying Notice dated February 21, 2023.

**Item No. 1**

The existing Articles of Association ("AOA") of the Company were framed in terms of the provisions of the Companies Act, 1956. Hence, in order to bring the existing AOA of the Company in line with the provisions of the Companies Act, 2013 ("the Act"), the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company, in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Act and the rules framed thereunder, amendment of Articles of Association of the Company requires approval of the members of the Company by way of passing a special resolution to that effect.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 1 of the Postal Ballot Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested either financially or otherwise in the resolution at Item No. 1 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director therein.

A copy of the proposed set of new Articles of Association of the Company is available on the website of the Company at [www.infoedge.in](http://www.infoedge.in). Alternately, Members may also send their requests for inspection of new Articles of Association to [investors@naukri.com](mailto:investors@naukri.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot till Thursday, March 30, 2023.

Your Directors are of the opinion that it will be in the Company's interest to adopt a new set of Articles of Association of the Company, as re-stated, and therefore, recommend to approve the resolution at Item No. 1 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

**Item No. 2**

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on February 10, 2023, appointed Mr. Arindam Kumar Bhattacharya (DIN: 01570746), as an Additional Director on the Board of the Company effective February 11, 2023, to be designated as an Independent

Director in accordance with Section 161(1) of the Companies Act, 2013 (“the Act”) for a term of 5 (five) years, w.e.f. February 11, 2023 to February 10, 2028, not liable to retire by rotation, subject to approval of the members by way of a Special Resolution.

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

Mr. Bhattacharya has submitted a declaration in prescribed Form DIR-8 to the effect that he 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.

Mr. Bhattacharya has also submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act and provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Further, Mr. Bhattacharya has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

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

The Board had opined that Mr. Bhattacharya’s skills, background and experience are aligned to the role and capabilities identified by the Nomination & Remuneration Committee and that Mr. Bhattacharya is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Bhattacharya is justified due to the following reasons:

- His deep knowledge and expertise in strategy, governance, marketing, global leadership, global economic and business environment
- He has extensive leadership experience in global corporation such as Boston Consulting Group and understanding of global business dynamics
- His experience of serving on the Boards of various public limited companies and Indian listed companies
- His educational background and rich experience of over 35 (thirty five) years across various institutions

In the opinion of the Board, Mr. Bhattacharya is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and is independent of the Management.

Mr. Bhattacharya is interested in the resolution set out at Item No. 2 of this Notice with regard to his appointment. The relatives of Mr. Bhattacharya 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 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. 2 of the Notice for approval by the members of the Company as a Special Resolution.

### **Item No. 3**

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on February 10, 2023, appointed Ms. Aruna Sundararajan (DIN: 03523267), as an Additional Director on the Board of the Company effective February 11, 2023, to be designated as an Independent Director in accordance with Section 161(1) of the Companies Act, 2013 (“the Act”) for a term of 5 (five) years, w.e.f. February 11, 2023 to February 10, 2028, not liable to be retire by rotation, subject to approval of the members by way of a Special Resolution.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Aruna Sundararajan for the office of Director of the Company.

Ms. Sundararajan 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. Aruna Sundararajan 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 Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, Ms. Aruna Sundararajan 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 as an Independent Director of the Company.

Ms. Aruna Sundararajan is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

The Board had opined that Ms. Aruna Sundararajan's skills, background and experience are aligned to the role and capabilities identified by the Nomination & Remuneration Committee and that Ms. Aruna Sundararajan is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Ms. Aruna Sundararajan is justified due to the following reasons:

- Being a retired officer of the Indian Administrative Service and having served as Secretary to the Government of India in the Ministries of Steel, IT and Telecom and as Chairperson of the Digital Communications Commission, she has extensive experience in governance, public administration, technology and public policy
- Her deep knowledge and expertise in e-governance, digital payments, data protection, cyber security, tech start-ups, governance, government/regulatory affairs
- Her educational background and rich experience of over 30 (thirty) years in governance and public administration and over 15 (fifteen) years in technology and public policy

In the opinion of the Board, Ms. Aruna Sundararajan is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as a Non-Executive Independent Director of the Company and is independent of the Management.

Ms. Aruna Sundararajan is interested in the resolution set out at Item No. 3 of this Notice with regard to her appointment. The relatives of Ms. Aruna Sundararajan 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 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. 3 of the Notice for approval by the members of the Company as a Special Resolution.

#### **Item No. 4**

The Board of Directors at its meeting held on February 10, 2023, on the recommendation of the Nomination & Remuneration Committee of the Company and pursuant to Section 161(1) of the Companies Act, 2013, ("the Act") read with rules framed there under, has recommended the appointment of Mr. Pawan Goyal, who has been associated with Company as Chief Business Officer (Naukri.com), as Director to be designated as a Whole-time Director of the Company for a term of 5 (five) years, w.e.f. April 30, 2023 to April 29, 2028, liable to be retire by rotation, for the approval of members by way of Ordinary Resolution, at such remuneration and on such terms and conditions as approved by the Nomination & Remuneration Committee and Board of Directors as given herein below.

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

Presently, Mr. Pawan Goyal is associated with Company as Chief Business Officer (Naukri.com) - the largest business vertical of the Company and has proved as good leader and steward. During his tenure, he has shown possession of good business acumen and managerial skills. In the opinion of the Board, his inputs on the Board will abet greater cross functional synergies across all the business verticals.

Mr. Pawan Goyal has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2.

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

The details of the remuneration of Mr. Pawan Goyal and the other terms & conditions of his appointment are given below:

Effective date of appointment: April 30, 2023

Term of appointment: 5 years

Details of remuneration:

1. **Basic Salary:** Rs. 10,22,634/- per month
2. **House Rent Allowance:** Rs. 5,11,317/- per month
3. **Special Allowance:** Rs. 7,36,770/- per month
4. **Performance Related Pay and Annual Bonus:**

Performance Incentive on monthly/quarterly/bi-annually/annual basis based on the performance parameters and annual bonus as may be decided by the Nomination & Remuneration Committee and the Board.

5. **Perquisites:**

Mr. Pawan Goyal will also be entitled to compensation/perquisites like medical allowance, leave travel allowance, cell phone expenses, Group Medclaim Insurance, Company Car, Fuel & Maintenance Expenses and Driver's Salary. He would also be entitled to such other perquisites as the Nomination & Remuneration Committee of the Board may approve for discharge of his duties as Whole-time Director. It is hereby clarified that perquisite arising due to exercise of ESOPs/SARs granted/to be granted to Mr. Pawan Goyal, during his tenure shall be considered as a part of perquisites herein and will be clubbed in his overall remuneration.

6. **Other benefits:**

Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule V of the Act.

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

7. **General Conditions:**

Mr. Pawan Goyal will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, including ESOPs, 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 Act.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Pawan Goyal as Whole-time Director, the salary and perquisites payable to him shall be subject to the limits stipulated under Schedule V read with Sections 196 and 197 of the Act.

In compliance with provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval.

Requisite information/disclosure including brief profile/experience, etc. about the appointee as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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. Keeping in view, the rich and varied experience of Mr. Pawan Goyal, it would be in the interests of the Company to appoint him as Whole-time Director.

Mr. Pawan Goyal is interested in the resolution set out at Item No. 4 of this Notice with regard to his appointment. The relatives of Mr. Pawan Goyal 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/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

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

#### **Item No. 5**

Ms. Bala C Deshpande (DIN: 00020130) was appointed as Non-Executive, Non-Independent Director on the Board of the Company for a period of 1 (one) year and her existing term is going to expire on March 31, 2023.

As her current term nears end on March 31, 2023, the Board in its meeting held on February 21, 2023, pursuant to recommendation of the Nomination & Remuneration Committee and subject to the prior approval of the members decided to continue with Ms. Bala C Deshpande as a Non-Executive, Non-Independent Director on the Board of the Company for a short tenure, after expiry of her present tenure i.e. with effect from April 01, 2023 till August 12, 2023. The Nomination & Remuneration Committee and the Board were of the opinion that in order to ensure that incoming Independent Directors have a better grasp of the strategic directions and assimilate the organisation culture before taking up the baton completely from the outgoing Directors, it is in the best interests of the Company to continue the directorship of Ms. Deshpande as a Non-executive Director for about four months. The Nomination & Remuneration Committee and the Board considered such short-term continuity as appropriate measure to achieve the objective of harmonious and seamless transition.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Bala C Deshpande for the office of Director of the Company.

Ms. Bala C Deshpande 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 and consent to act as a Director in prescribed Form DIR-2.

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

Requisite information/disclosure including brief profile/experience, etc. about the appointee as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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.

Ms. Bala C Deshpande is interested in the resolution set out at Item No. 5 of the Notice and her 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.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the members of the Company as an Ordinary Resolution.

#### **Item Nos. 6 & 7**

Mr. Saurabh Srivastava (DIN: 00380453) and Mr. Naresh Gupta (DIN: 00172311) were appointed as Independent Directors on the Board of the Company for second term of 4 (four) years and such term is going to expire on March 31, 2023.

As their respective second term as an Independent Director nears ends on March 31, 2023, the Board has in its meeting held on February 21, 2023, pursuant to recommendation of the Nomination & Remuneration Committee and subject to the approval of the members, decided to continue with Mr. Saurabh Srivastava and Mr. Naresh Gupta as Non-Executive,

Non-Independent Directors on the Board of the Company after expiry of their present tenure as an Independent Director(s) for a short tenure i.e. with effect from April 01, 2023 till August 12, 2023. The Nomination & Remuneration Committee and the Board were of the opinion that in order to ensure that incoming Independent Directors have a better grasp of the strategic directions and assimilate the organisation culture before taking up the baton completely from the outgoing Directors, it is in the best interests of the Company to continue the directorships of Mr. Saurabh Srivastava and Mr. Naresh Gupta as Non-executive Directors for about four months. The Nomination & Remuneration Committee and the Board considered such short-term continuity as appropriate measure to achieve the objective of harmonious and seamless transition.

The Company has received notice(s) in writing from a member under Section 160 of the Act proposing the candidatures of Mr. Saurabh Srivastava and Mr. Naresh Gupta for the office of Directors of the Company.

Mr. Saurabh Srivastava and Mr. Naresh Gupta are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Both of them are not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

In terms of the provisions of Regulation 17(1A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (seventy five) years, unless a Special Resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Therefore, the continuation of Mr. Saurabh Srivastava, who will attain the age of 77 (seventy seven) years in March 2023, on the Board of the Company as a Non-Executive, Non-Independent Director will be subject to approval by the members by means of a Special Resolution. The Board of Directors of the Company is of the opinion that Mr. Srivastava has been active member of the Board and the Committees of the Board of which he is part of and is vocal at all the meetings. He is current with the IT and business-related matters. He brings independent judgement on the Board of the Company and his continued association will be valuable and enriching. He has been awarded with Padma Shree by the Government of India, which is the fourth highest civilian award in the Republic of India, in the category of trade and industry. This proposal is in view of the Board Continuity & Succession Plan and his rich experience, expertise and valuable contribution made to the Board.

Requisite information/disclosure including brief profile/experience etc. about the appointees 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.

Mr. Saurabh Srivastava and Mr. Naresh Gupta are interested in the resolutions set out at Item Nos. 6 and 7, respectively, of the Notice and their relatives may be deemed to be interested in the above resolutions 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 these resolutions.

The Board recommends the resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the members of the Company as Special Resolution and Ordinary Resolution, respectively.

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 21, 2023



## Annexure A

### Details of the Directors seeking appointment through Postal Ballot [Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

#### Item Nos. 2, 3, 4, 5, 6 & 7

Name of the Director	Mr. Arindam Kumar Bhattacharya	Ms. Aruna Sundararajan	Mr. Pawan Goyal	Ms. Bala C Deshpande	Mr. Saurabh Srivastava	Mr. Naresh Gupta
DIN	01570746	03523267	07614990	00020130	00380453	00172311
Date of Birth	04/03/1962	12/07/1959	22/12/1970	15/04/1966	04/03/1946	20/09/1966
Age	60	63	52	56	76	56
Date of First Appointment on Board	11/02/2023	11/02/2023	30/04/2023*	01/04/2014	01/04/2014	01/04/2014
Relationship with Director/Manager/KMP	None	None	None	None	None	None
Expertise in Specific Functional Area	Mr. Bhattacharya has deep knowledge and expertise in strategy, governance, marketing, global leadership, global economic and business environment and has extensive leadership experience in global corporation such as Boston Consulting Group and understanding of global business dynamics.	Ms. Sundararajan has extensive experience in governance, public administration, technology and public policy and has deep knowledge and expertise in e-governance, digital payments, data protection, cyber security, tech startups, governance, government/regulatory affairs.	Mr. Goyal is a computer science expert in the areas of virtualization, cloud computing, networking, storage systems, operating systems, databases, etc.	Ms. Deshpande is an experienced Private Equity Investor. She has deep experience in the investing field and has seen the full cycle several times over. She has generated returns in her portfolio through her deep strategic and business building perspectives. She has executed over 25 exits including IPO, buy back, strategic sale and capital market divestments.	Mr. Srivastava is one of India's leading IT entrepreneurs, angel investors and venture capitalists.	Mr. Gupta is a computer science expert in the areas of shape, motion, image understanding, and AI research.
Qualification	PhD Engineering from University of Warwick, UK MBA from IIM Ahmedabad Master of Science Engineering from University of Warwick, UK B.Tech from IIT, Kharagpur.	IAS Training from National School of Administration of India Post graduate degree in Arts from University of Madras Diploma in Public Administration from International Institute of Public Administration, Italy.	Bachelor's degree in Computer Science from IIT Kanpur, and doctorate from the University of Texas at Austin in computer networking.	MA (Economics) and Master of Management Studies.	Bachelors of Technology degree from IIT, Kanpur and a Master of Science Degree from Harvard University, USA.  The Indian Institute of Technology, Kanpur has conferred on him the "Distinguished Alumnus" award. The University of Wolverhampton, UK has conferred on him an Honorary Degree of Doctor of Technology.	Bachelor of Technology in Computer Science from IIT, Kanpur where he was named a Gold Medalist.  He holds Master's and Doctorate degrees in Computer Science from the University of Maryland, College Park.

<p>Experience/Brief Resume</p>	<p>Mr. Arindam Kumar Bhattacharya was serving as the Senior Partner and Director of the Boston Consulting Group, India. He played multiple leadership roles in BCG- head of India, Co-Founder and Fellow of Bruce Henderson Institute (BCG's thought leadership center), founding co-leader of the Global Advantage Practice and member of global leadership teams of Global Advantage, Social Impact, Industrial Goods and Public Sector practices at different point in time.</p> <p>He had started his career with the Eicher Group in India as a graduate engineer trainee, has over 35 years of experience in the industry and consulting with focus on the industrial sector. In recent years he had led the BCG's growing engagement with Central and State Governments on both economic and on social sector topics like education and health, and consulted with organizations like World Food Programme, Save the Children, Gates Foundation and World Bank. He was also a member of Confederation of Indian Industry's (CII) and member of several expert committees set up by the Government of India.</p>	<p>Ms. Aruna Sundararajan is a retired officer of the Indian Administrative Service. She served as the Secretary to the Government of India in the Ministries of Steel, IT and Telecom; and retired as Chairperson of the Digital Communications Commission in July 2019. During her tenure, Ms. Sundararajan played a pioneering role in steering various important tech policies and initiatives across the domains of telecom and hardware manufacturing, e-governance, digital payments, data protection, cyber security and tech start-ups. Post her retirement, Ms. Sundararajan serves on the Boards of leading companies including Delhivery, Bharat FIH, India's National Bank of Infra Financing and Development (NabFID), Cochin International Airport and a neo-banking start-up called Digi Vriddhi. She is also an active member of various tech mentoring and angel financing initiatives.</p>	<p>Mr. Goyal holds a bachelor's degree in Computer Science from Indian Institute of Technology, Kanpur, and a doctorate from The University of Texas at Austin in computer networking. He has 25 plus years of industry experience in business, engineering, and research leadership roles. His general management experience spans Enterprise, OEM, SMB, and consumer businesses. His research and development experience spans broad range of computing: virtualization, cloud computing, networking, storage systems, operating systems, databases, etc. He has 30+ publications, and several patents in these areas. He has lead the conception, delivery and GTM of several 1.0 products. Prior to joining Info Edge in 2019, he worked with Adobe Systems. He has previously worked with Microsoft, Veritas, IBM, Ensim, and AT&amp;T Labs.</p>	<p>Ms. Deshpande is a Founder Partner of MegaDelta Capital Advisors LLP, a Growth Equity Fund. She has 32 years of work experience of which 22 years have been in the investing. Her investing experience spans multiple sectors across stages. She started her career as investment advisor in ICICI Venture in 2001. In 2008 she joined NEA to set up and head its India Practice. As an investment professional she has seen the VC industry through many cycles and has developed deep experience in many sectors in India. MegaDelta, set up by her along with two other partners, is a mid-market fund which invests in tech intensive/ IP driven companies across sectors.</p>	<p>Mr. Srivastava is one of India's leading IT entrepreneurs, angel investors and venture capitalists. He founded one of India's most trend-setting IT companies, IIS Infotech Ltd, which merged with FI Group plc. The merged entity Xansa plc. was an approx US\$ 1 bn IT company listed on the London Stock Exchange, till it was acquired by the French IT major, Steria. He founded and chaired Infinity, one of India's earliest VC fund, as also the Indian Venture Capital Association; he has served on the Investment Committees and boards of several of India's central and state governments' VC funds, including the Government's Start up Fund of Funds. He is a co-founder and past Chairman of NASSCOM; Chairman Emeritus of The Indus Entrepreneurs ("TiE"), Delhi and was on the global board of TiE, the world's largest organization devoted to entrepreneurs. He served on the advisory board of the Imperial College, Business School London, and was an adjunct professor of entrepreneurship at IIT-Bombay. He served on the Prime Minister's National Innovation Council and SEBI's Committee on Alternative Investment Funds.</p>	<p>Mr. Gupta is widely regarded as a computer science expert in the areas of shape, motion, image understanding and AI research. His Ph.D. thesis, "Recovering Shape and Motion from a Sequence of Images" was nominated for the ACM Distinguished Dissertation award.</p> <p>Mr. Gupta was Managing Director of Adobe's India that he started from concept in 1997, till March 31, 2015; and grew it to be the second largest Adobe R&amp;D campus worldwide. Mr. Gupta was also responsible for the Print and Publishing Business Unit at Adobe. In this role, he oversaw product marketing and development for Adobe's stand-alone print, web publishing and e-learning tools such as Adobe® PostScript®, Adobe® Contribute™, Adobe Captivate™, and Adobe Technical Communications Suite software. His organization served a broad and established base of customers who publish content on paper, electronically or over the Web.</p> <p>Prior to joining Adobe, Mr. Gupta served as principal scientist and director of the applied artificial intelligence (AI) group at LNK Corp., a company funded by the U.S. Department of Defense to develop solutions for image and pattern recognition, target tracking, data mining, data fusion and compression.</p>
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Board Membership of Other Companies as on February 21, 2023	<p>He holds Board Memberships of the following companies:</p> <ul style="list-style-type: none"> <li>● Bajaj Holdings &amp; Investment Limited<sup>5</sup></li> <li>● Lemon Tree Hotels Limited<sup>5</sup></li> <li>● Bajaj Housing Finance Limited and</li> <li>● Fleur Hotels Private Limited.</li> </ul>	<p>She holds Board Memberships of the following companies:</p> <ul style="list-style-type: none"> <li>● Delhivery Limited<sup>5</sup></li> <li>● Bharat FIH Limited,</li> <li>● Cochin International Airport Limited and</li> <li>● Digivridhi Technologies Private Limited</li> </ul>	<p>He holds Board Memberships of the following companies:</p> <ul style="list-style-type: none"> <li>● Sunrise Mentors Private Limited and</li> <li>● Bulbul's Skill Development Foundation.</li> </ul>	<p>She holds Board Memberships of the following companies:</p> <ul style="list-style-type: none"> <li>● Future Enterprises Limited<sup>5</sup></li> <li>● Panacea Medical Technologies Private Limited,</li> <li>● Financial Software And Systems Private Limited,</li> <li>● SIDBI Venture Capital Limited,</li> <li>● Medisys Edutech Private Limited and</li> <li>● Brainbees Solutions Private Limited</li> </ul>	<p>He holds Board Memberships of the following companies:</p> <ul style="list-style-type: none"> <li>● Newgen Software Technologies Limited<sup>5</sup></li> <li>● Dr. Lal Pathlabs Limited<sup>5</sup></li> <li>● Noccarc Robotics Private Limited,</li> <li>● Rajasthan Asset Management Company Private Limited,</li> <li>● Foundation For Innovation &amp; Research In Science &amp; Technology,</li> <li>● Indian Angel Network Services Private Limited,</li> <li>● IIT Startup Accelerator Foundation</li> <li>● Naukri Internet Services Limited,</li> <li>● Kaleidoscope Entertainment Private Limited and</li> <li>● Punjab Innovation Mission</li> </ul>	<p>He is on Board of Eclerx Services Limited<sup>5</sup></p>
Chairman/ Member of the Committee of the Board of Directors as on February 21, 2023	<p><b>Bajaj Holdings &amp; Investment Limited</b> Audit Committee-Member Nomination and Remuneration Committee-Member Risk Management Committee-Member <b>Lemon Tree Hotels Limited</b> Audit Committee-Member Nomination and Remuneration Committee-Member Risk Management Committee-Member <b>Bajaj Housing Finance Limited</b> Audit Committee-Member Risk Management Committee-Member IT Strategy Committee-Member</p>	<p><b>Delhivery Limited</b> Audit Committee-Member CSR Committee-Member <b>Cochin International Airport Limited</b> Audit Committee-Member CSR Committee-Member Nomination and Remuneration Committee-Chairperson <b>Bharat FIH Limited</b> Audit Committee-Member</p>	Nil	<p><b>SIDBI Venture Capital Limited</b> Audit Committee-Member Nomination &amp; Remuneration Committee-Member CSR Committee &amp; Committee of Directors (Divestment - NFSIT) - Member</p>	<p><b>Dr. Lal Pathlabs Limited</b> Nomination &amp; Remuneration Committee-Member Audit Committee-Member Stakeholders Relationship Committee-Chairperson <b>Newgen Software Technologies Limited</b> Audit Committee-Member Nomination &amp; Remuneration Committee-Member</p>	Nil

Number of shares held in the Company as on February 21, 2023 including shareholding as a beneficial owner	Nil	Nil	7,935	53,349	1,995	Nil
Terms and Conditions of Appointment including remuneration	Appointment as an Independent Director for a period of 5 (five) years commencing from February 11, 2023 to February 10, 2028.  The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment.	Appointment as an Independent Director for a period of 5 (five) years commencing from February 11, 2023 to February 10, 2028.  The terms & conditions of her appointment including remuneration shall be governed by the Letter of appointment.	Appointment as a Whole-time Director for a period of 5 (five) years commencing from April 30, 2023 to April 29, 2028.  The terms & conditions of his appointment including remuneration are set out in this Notice.	Ms. Deshpande will be appointed from April 01, 2023 till August 12, 2023 as a Non-Executive Director (NED) of the Company after expiry of her present tenure as a NED. As a NED she will be eligible for receiving sitting fees & commission for attending the Meetings of the Board & Committee thereof, where she is the member in accordance with the provisions of the Companies Act, 2013.	Mr. Saurabh Srivastava will be appointed from April 01, 2023 till August 12, 2023 as a Non-Executive Director (NED) of the Company after expiry of his present tenure as an Independent Director. As a NED he will be eligible for receiving sitting fees & commission for attending the Meetings of the Board & Committee thereof, where he is the member in accordance with the provisions of the Companies Act, 2013.	Mr. Naresh will be appointed from April 01, 2023 till August 12, 2023 as a Non-Executive Director (NED) of the Company after expiry of his present tenure as an Independent Director. As a NED he will be eligible for receiving sitting fees & commission for attending the Meetings of the Board & Committee thereof, where he is the member in accordance with the provisions of the Companies Act, 2013.
Remuneration last drawn (Rs. In Million)	N.A.	N.A.	Rs. 27.44 Mn.	Rs. 3 Mn.	Rs. 3.68 Mn.	Rs. 2.78 Mn.
Listed entities from which the person has resigned in the past three years	–	She has resigned from HT Media Limited and LTMindtree Limited.	–	She has resigned from the board of Future Supply Chain Solutions Limited.	He has resigned from the board of Artemis Medicare Services Limited.	He has resigned from the board of Affle (India) Limited.
No. of Board meetings attended during the year (till February 21, 2023)	1 <sup>^</sup>	1 <sup>^</sup>	N.A. His Appointment is effective April 30, 2023.	9 <sup>#</sup>	12 <sup>#</sup>	12 <sup>#</sup>

\* Subject to approval of the members for appointment and Alteration of Articles of Association of the Company.

§ Listed companies

<sup>^</sup> Only one Board meeting was held after effective date of his/her appointment.

<sup>#</sup> Twelve meetings were held during the year till February 21, 2023.