



## 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

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting (AGM) of the members of Info Edge (India) Ltd. (the Company) will be held on Tuesday, the September 22, 2020 at 05:30 P.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) organized by the Company, to transact the following businesses. The venue of the Meeting shall be deemed to be the Registered Office of the Company at GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019.

#### ORDINARY BUSINESS(ES):-

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the year ended on March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the year ended on March 31, 2020 and the Report of the Auditors thereon.
2. To confirm the two interim dividends of Rs.2.50/- per equity share & Rs.3.50/- per equity share of Rs.10/- each fully paid up, already paid, for the year ended March 31, 2020.
3. To appoint a Director in place of Mr. Chintan Thakkar (DIN: 00678173), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Branch Auditors and to fix their remuneration by passing the following Resolution, with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company be and are hereby authorized to appoint Auditors to conduct the audit of books of accounts of Branch Office(s) of the Company situated in countries other than India, in accordance with the laws of such country(ies) and to hold office until the conclusion of next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee thereof), be and are hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Branch Auditors, for the aforesaid term of their appointment.”

#### SPECIAL BUSINESS(ES):

##### 5. Payment of remuneration to Non-Executive Directors by way of Commission.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other

applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Non-Executive Directors of the Company, be paid commission equal to such amounts or proportions and in such manner and in all respects as may be decided by the Nomination & Remuneration Committee/Board of Directors, with respect to the profits of the Company for each year, for a period of five years, commencing with the financial year starting from April 1, 2021 provided that such aggregate payment shall not exceed a sum equal to 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, in such amounts or proportions and in all respects as may be decided by the Board of Directors.”

**6. To re-appoint Mr. Sanjeev Bikhchandani (DIN: 00065640) as Executive Vice-Chairman & Whole-time Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder read with Schedule V of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Sanjeev Bikhchandani (DIN: 00065640), as Executive Vice-Chairman & Whole-time Director of the Company, not liable to retire by rotation, for a period of 5 (five) years i.e. from April 27, 2021 to April 26, 2026 on the terms & 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 & conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjeev Bikhchandani.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sanjeev Bikhchandani, 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.”

**7. To re-appoint Mr. Hitesh Oberoi (DIN: 01189953) as Managing Director & Chief Executive Officer of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder read with Schedule V of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Hitesh Oberoi, (DIN: 01189953), as Managing Director & Chief Executive Officer of the Company, liable to retire by rotation, for a period of 5 (five) years i.e., from April 27, 2021 to April 26, 2026 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 re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Hitesh Oberoi.

RESOLVED FURTHER THAT the remuneration payable to Mr. Hitesh Oberoi, 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.”

**8. To consider and approve the continuation of Directorship of Mr. Saurabh Srivastava (DIN: 00380453) Independent Director of the Company, post attaining the age of 75 (Seventy five) years during his present tenure.**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and Regulation 17(1A) of the SEBI (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 the Board of Directors, approval of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Saurabh Srivastava (DIN: 00380453), (aged 74 years) as an Independent Director of the Company, post attaining the age of 75 (seventy five) years, during his present term of 4 (four) years i.e. up to 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  
For **Info Edge (India) Ltd.**

Place:Noida  
Date: June 22, 2020

Sd/-  
**MM Jain**  
**SVP- Secretarial & Company Secretary**  
**Membership No: F9598**

**NOTES:**

- 1. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**

Corporate members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 (the “Act”), are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. authorizing its representatives to attend the AGM, by e-mail to [investors@naukri.com](mailto:investors@naukri.com).

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

2. An Explanatory Statement pursuant to Section 102(1) of the Act, is annexed hereto.

3. The Board of Directors have considered and decided to include the Item nos. 5 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
4. In view of the continuing lockdown restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Companies are allowed to conduct the AGM through VC or OAVM during the calendar year 2020.
5. The Register of Members and Share Transfer Books shall remain closed from Wednesday, September 16, 2020 to Tuesday, September 22, 2020 (both days inclusive).
6. Two Interim dividends at the rate of Rs. 2.50/- per equity share and Rs.3.50/- per equity share fully paid up for the year ended March 31, 2020 as paid on November 27, 2019 and February 26, 2020 respectively are subject to confirmation of the shareholders at this AGM.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel & Shareholding, Register of Contracts and Arrangements in which directors are interested and Certificate from Statutory Auditors of the Company certifying that the implementation of ESOP Scheme is in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to [investors@naukri.com](mailto:investors@naukri.com).
9. Members intending to require information about financial statements to be explained at the meeting are requested to write to the Company at least ten days in advance of the AGM at [investors@naukri.com](mailto:investors@naukri.com).
10. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN: 101049W/E300004) were appointed as the Statutory Auditors of the Company in the 22nd Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2021-22 subject to ratification by members at every Annual General Meeting. The Companies (Amendment) Act, 2017, effective May 7, 2018 had done away with the requirement of annual ratification of appointment of Statutory Auditor. However, as a measure of good corporate governance practice, the Company had put the matter before shareholders in the 23<sup>rd</sup> Annual General Meeting for seeking their approval for ratification of appointment of the Statutory Auditors for the Financial Year ended March 31, 2019. Members also affirmed that in accordance with the amended Section 139 of the Act, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company, shall not require any annual ratification for remaining period of their appointment from the conclusion of Twenty-Fourth Annual General Meeting till the conclusion of Twenty-Seventh Annual General Meeting of the Company. Accordingly, you will notice that the ordinary business item relating to appointment/ratification of the appointment of Auditors is not part of this Notice.
11. Information under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 in respect of Directors seeking appointment/re-appointment at the AGM (Item Nos.3,6,7 & 8 of the Notice) is given in Annexure-A hereinafter.
12. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better services to the members.
13. Members holding shares in physical form are requested to intimate all changes with respect to their

bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/RTA, namely M/s. Link Intime India Pvt. Ltd.

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

<b>Financial Year Ended</b>	<b>Date on which unpaid dividend become due for transfer</b>
31.03.2013	17.08.2020
31.03.2014(I)	17.11.2020
31.03.2014	17.08.2021
31.03.2015(I)	15.11.2021
31.03.2015	26.08.2022
31.03.2016(I)	05.12.2022
31.03.2016(I)(Second)	11.04.2023
31.03.2016	N.A.
31.03.2017(I)	26.11.2023
31.03.2017(I)(Second)	23.03.2024
31.03.2017	20.08.2024
31.03.2018(I)	30.11.2024
31.03.2018(I)(Second)	02.03.2025
31.03.2018	23.08.2025
31.03.2019(I)	29.11.2025
31.03.2019(I)(Second)	28.02.2026
31.03.2019	12.09.2026
31.03.2020(I)	11.12.2026
31.03.2020(I)(Second)	11.03.2027

Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires a company to transfer, in the name of IEPF Authority, all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company, after following the prescribed procedure in accordance with the said Rules, transferred all shares in respect of which dividend declared has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://infoedge.in/ir-unpaid-unclaimed-dividends.asp> to ascertain details of shares so transferred in the name of IEPF Authority.

To claim the shares transferred to IEPF, the claimant member is required to download the Form IEPF-5 from [www.mca.gov.in](http://www.mca.gov.in) and fill it offline. After successful pre-scrutiny of the E-form, it is required to be uploaded on the MCA website. After filing of the Form online, the claimant is required to send the duly filled E-form with his signature along with other required Annexures to the Company at its registered office address in an envelope marked as "claim for refund from IEPF Authority" for initiating the verification for claim. The Nodal officer of the Company shall verify the documents and send its report to the IEPF authority who shall upon due satisfaction transfer the shares to the account of the claimant member.



## **16. Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report**

In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.infoedge.in](http://www.infoedge.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.

The members of the Company are requested to send their request for registration of e-mails following the procedure given below for the purpose of receiving the AGM Notice alongwith Annual Report 2019-20:

You may temporarily get your email registered with the Company's RTA by clicking the link: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) and following the registration process as guided thereafter. In case of any queries, shareholder may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), under Help section or Call on Tel no.: 022 – 49186000.

For permanent registration of email address, the shareholders are however requested, in respect of electronic holdings, to register their email address with the Depository through the concerned Depository Participants with whom you hold your demat account. In respect of physical holding, please send your email address for registration to the Registrar & Share Transfer Agents of the Company, M/s Link Intime India Pvt. Ltd. at [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) providing Folio No, name of the shareholder, scanned copy of the share certificate (front & back), PAN (Self attested scanned copy of PAN card, AADHAR (self-attested scanned copy of Aadhar Card).

Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/RTA to enable servicing of communication and documents electronically. In case of any queries, shareholder may write either to the Company at [investors@naukri.com](mailto:investors@naukri.com) or to the RTA at aforesaid email id provided above.

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

## **17. Procedure for joining the AGM through VC/OAVM**

NSDL will be providing facility for voting through remote e-Voting, for participation in the 25th AGM through VC/OAVM facility and e-Voting during the 25th AGM.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800-222-990 or send request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievance connected with facility for remote e-voting or e-voting, please contact to Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91 22 24994545.

**Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 25<sup>th</sup> AGM:**

Members can submit their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address i.e. [investors@naukri.com](mailto:investors@naukri.com) at least 48 hours in advance before the start of the AGM i.e. by September 20, 2020 by 05:30 P.M. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

Members, who would like to ask questions during the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address i.e. [investors@naukri.com](mailto:investors@naukri.com) at least 48 hours in advance before the start of the AGM i.e. September 20, 2020 by 05:30 P.M. IST. Those Members who have registered themselves as a speaker shall be allowed to express their views or ask questions during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

18. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the depository participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA of the Company.
20. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or of staying abroad or demise of any member as soon as possible. Members are also advised not to leave their de-mat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

**22. Voting through electronic means:**

All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.

- I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Circulars, members are provided with the following alternatives by which they may cast their votes:

- (i) by electronic means through the remote e-Voting platform provided by the National Securities Depository Limited (NSDL). The remote e-Voting period will commence on Friday, September 18, 2020 at (9:00 A.M.) and will end on Monday, September 21, 2020 at (5:00 P.M.) The remote e-Voting module will be disabled by NSDL for voting thereafter.

**The instructions for Remote e-voting are as under**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- (ii) Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system during the AGM.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Webcast of the AGM:**

1. The Shareholders are informed that the Company will be providing a facility to view the live streaming of the AGM Webcast on the NSDL website. You may access the same at <https://www.evoting.nsdl.com> by using your remote e-voting credentials. The link will be available in shareholder login where the EVEN of Company will be displayed.  
  
The Webcast facility will be available from 05:30 P.M. onwards on September 22, 2020.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.:1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. MM Jain, Company Secretary at email: [investors@naukri.com](mailto:investors@naukri.com).

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@naukri.com](mailto:investors@naukri.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@naukri.com](mailto:investors@naukri.com).

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- II. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- III. The e-voting period commences on Friday, September 18, 2020 (9:00 A.M.) and ends on Monday, September 21, 2020 (5:00 P.M.). The voting shall not be allowed beyond the said date and time. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 15, 2020, may cast their vote through remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IV. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, September 15, 2020. Any person who is not a member as on the record date should treat the notice only for information purpose only.
- V. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
- VI. The Scrutinizer shall, immediately after the conclusion of the voting at the Twenty Fifth Annual General Meeting first count the votes casted at the Twenty Fifth Annual General

Meeting, thereafter, unblock the votes cast through Remote e-voting and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, not later than 48 hours of the conclusion of the Twenty Fifth Annual General Meeting, to the Chairman of the Company or any other director/person duly authorized by him in writing, who shall countersign the same & declare the results of the voting forthwith.

23. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 15, 2020 can obtain user-ID & password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [evoting@naukri.com](mailto:evoting@naukri.com). However, if you are already registered with NSDL for Remote e-voting, then you can use your existing user ID & password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
24. Dr. S. Chandrasekaran (Membership No. F1644), Senior Partner, failing him Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, failing him Mr. Shashikant Tiwari (Membership No. A28994), Partner, M/s Chandrasekaran Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
26. The Results shall be declared after the AGM of the Company within 48 hours of conclusion of meeting. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.infoedge.in](http://www.infoedge.in) and on the website of NSDL and communicated to the Stock Exchanges.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No: 5**

Pursuant to provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Non-Executive Directors of the Company have been entrusted with new and enhanced responsibilities. Keeping in view of the same, it is considered appropriate that the remuneration payable to the Non- Executive Directors of the Company should be commensurate with their increased role, responsibilities and duties.

In accordance with Section 197 of the Act, the remuneration payable to Directors who are neither Managing Directors nor Whole-Time Directors shall not exceed:

- i) One percent (1%) of the net profits of the company, if there is a Managing Director or Whole-time Director or Manager;
- ii) Three percent (3%) of the net profits in any other case.

Also, Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by way of a resolution of shareholders. The shareholders of the Company, in their 21<sup>st</sup> Annual General Meeting held on July 25, 2016, approved the payment of remuneration to Non-Executive Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from financial year starting from April 1, 2016 upto March 31, 2021.

Since, the validity of the earlier resolution passed by the shareholders expires with the financial year ending on March 31, 2021, consent of the shareholders is sought for renewal of the resolution for a further period of 5 (five) years commencing from April 1, 2021, for payment of commission not exceeding one per cent of the net profits of the Company calculated in accordance with Section 198 of the Act, to be paid and distributed amongst the Non-Executive Directors of the Company for each financial year.

The payment of aforesaid commission will be in addition to the sitting fees and re-imburement of expenses payable to the Non-Executive Directors for attending Board/Committee Meetings, as may be decided by the Nomination & Remuneration Committee/Board, from time to time, in accordance with the applicable provisions of the Companies Act, 2013.

None of the Directors or KMPs of the Company or their relatives, except all Non-Executive Directors, is concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends resolution set out at item no.5 for your consideration and approval by way of Ordinary Resolution.

### **Item No: 6**

Mr. Sanjeev Bikhchandani was re-appointed as Executive Vice-Chairman & Whole-time Director of the Company at the 21<sup>st</sup> Annual General Meeting of the shareholders of the Company held on July 25, 2016 for a period of 5 (five) years w.e.f. April 27, 2016 to April 26, 2021.

Mr. Sanjeev Bikhchandani, founder of Naukri.Com, obtained a Bachelor of Arts degree in Economics from St. Stephen College, Delhi University and a PGDM from IIM-Ahmedabad.

Mr. Bikhchandani has recently 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.

The Board of Directors of the Company at its meeting held on June 22, 2020 on the recommendation of Nomination & Remuneration Committee, re-appointed Mr. Sanjeev Bikhchandani (DIN:00065640) as Executive Vice-Chairman & Whole-time Director of the Company for a further period of 5 (five) years i.e. from April 27, 2021 to April 26, 2026, after the expiry of his present term, at such remuneration and on such terms and conditions as approved by the Nomination & Remuneration Committee as given herein below, subject to the approval of the shareholders at this Annual General Meeting.



The Board has also carried out the performance evaluation through Board evaluation process in line with the criteria specified in the Nomination and Remuneration Policy of the Company and the Board expressed its satisfaction with his performance and contribution made to the Company in the capacity of the Executive Vice-Chairman & Whole-time Director of the Company. Pursuant to the circular relating to the “enforcement of SEBI Order regarding appointment of directors by listed companies” dated June 20, 2018, Mr. Sanjeev Bikhchandani is not debarred from holding the office of director pursuant to any SEBI order. Necessary disclosures/consent has been received from Mr. Sanjeev Bikhchandani.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 (the “Act”).

The details of the remuneration payable to Mr. Sanjeev Bikhchandani and the other terms & conditions of his re-appointment are given below:

Effective date of re-appointment : April 27, 2021

Term of re-appointment : 5 years.

Details of remuneration:

**1. Basic Salary:**

Monthly salary with merit based periodic increments as may be approved by the Nomination & Remuneration Committee of the Board in the range of Rs.7,50,000 to Rs.22,50,000.

**2. Performance Related Pay and Annual Bonus:**

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

**3. Perquisites:**

In addition to Salary, Performance Related Pay and Annual Bonus, Mr. Sanjeev Bikhchandani will be entitled to compensation/perquisites like special allowance, variable house rent allowance or company leased accommodation, cars with services of driver, medical reimbursements, leave travel allowance, telephone/internet/fax at residence, cell phone expenses, club fee, health & personal accident insurance, Keyman insurance, as decided by the Nomination & Remuneration Committee of the Board from time to time. Mr. Sanjeev Bikhchandani would also be entitled to such other perquisites as the Nomination & Remuneration Committee of the Board may approve for discharge of his duties as Executive Vice-Chairman and Whole-time Director.

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

**5. General Conditions:**

Mr. Sanjeev Bikhchandani will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees as amended from time to time by the Nomination & Remuneration Committee of the Board, within the overall limits prescribed under Schedule V and other relevant provisions of the Companies Act, 2013.

In the event of absence or inadequacy of profits in any financial year during the tenure of Executive Vice-Chairman & 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.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided at Annexure A to this Notice.

Keeping in view the rich and varied experience of Mr. Bikhchandani, it would be in the interests of the Company to continue his employment as Executive Vice-Chairman & Whole-time Director.

None of the Directors or KMPs of the Company or their relatives except Mr. Bikhchandani himself is concerned or interested, financially or otherwise in the resolution, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends resolution set out at item no. 6 for your consideration and approval by way of Ordinary Resolution.

#### **Item No: 7**

Mr. Hitesh Oberoi was re-appointed as Managing Director & Chief Executive Officer of the Company at the 21<sup>st</sup> Annual General Meeting of the shareholders of the Company held on July 25, 2016, for a period of five years w.e.f. April 27, 2016 upto April 26, 2021.

Mr. Oberoi is the Co-Promoter, Managing Director & Chief Executive Officer of the Company. With more than 20 years of experience in the internet industry, he is part of various industry forums. Mr. Oberoi set up the Company's sales and marketing operations and has been instrumental in launching new products and services at naukri.com apart from helping setup jeevansathi.com, 99acres.com, shiksha.com & other new businesses.

Mr. Oberoi obtained his bachelor's degree in computer science from the Indian Institute of Technology, Delhi and master's in business administration from IIM, Bangalore.

The Board of Directors of the Company at its meeting held on June 22, 2020 on the recommendation of Nomination & Remuneration Committee, approved the re-appointment of Mr. Hitesh Oberoi (DIN: 01189953) as Managing Director & Chief Executive Officer of the Company for a further term of 5 (five) consecutive years, i.e. from April 27, 2021 to April 26, 2026, subject to the approval of the shareholders at this Annual General Meeting.

The Board has also carried out the performance evaluation through Board evaluation process in line with the criteria specified in the Nomination and Remuneration Policy of the Company and the Board expressed its satisfaction with his performance and contribution made to the Company in the capacity of the Managing Director & Chief Executive Officer of the Company. Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Mr. Oberoi is not debarred from holding the office of director pursuant to any SEBI order. Necessary disclosures/consent has been received from Mr. Oberoi.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 (the "Act").

The details of the remuneration payable to Mr. Hitesh Oberoi and the terms & conditions of his re-appointment are given below:

Effective date of re-appointment : April 27, 2021.

Term of re-appointment : 5 years.

Details of remuneration:

#### **1. Basic Salary**

Monthly salary with merit based periodic increments as may be approved by the Nomination & Remuneration Committee of the Board in the range of Rs.7,50,000 to Rs.22,50,000.

## **2. Performance Related Pay and Annual Bonus**

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

## **3. Perquisites**

In addition to Salary, Performance Related Pay and Annual Bonus, Mr. Hitesh Oberoi will be entitled to compensation/perquisites like special allowance, variable house rent allowance or company leased accommodation, cars with services of driver, medical reimbursements, leave travel allowance, telephone/internet/fax at residence, cell phone expenses, club fee, health & personal accident insurance, Keyman insurance, as decided by the Nomination & Remuneration Committee of the Board from time to time. Mr. Hitesh Oberoi would also be entitled to such other perquisites as the Nomination & Remuneration Committee of the Board may approve for discharge of his duties as Managing Director & Chief Executive Officer.

## **4. Other Benefits**

Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves paid at the end of the tenure 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 Companies Act, 2013.

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

## **5. General Conditions**

Mr. Hitesh Oberoi will be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees and as amended from time to time by the Nomination & Remuneration Committee of the Board, within the overall limits prescribed under Schedule V and other relevant provisions of the Companies Act, 2013.

In the event of absence or inadequacy of profits in any financial year during the tenure of Managing Director & Chief Executive Officer, the salary and perquisites payable to him shall be subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.

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.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided at Annexure A to this Notice.

Keeping in view the rich and varied experience of Mr. Oberoi, it would be in the interests of the Company to continue his employment as Managing Director & Chief Executive Officer.

None of the Directors or KMPs of the Company or their relatives except Mr. Oberoi himself is concerned or interested, financially or otherwise in the resolution, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends resolution set out at item no.7 for your consideration and approval by way of Ordinary Resolution.

## **Item No. 8**

In terms of the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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.

The members of the Company, by way of Postal Ballot dated March 10, 2019, had granted approval for re-appointment of Mr. Saurabh Srivastava (DIN: 00380453) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of upto 4 (four) consecutive years on the Board of the Company effective from April 1, 2019 to March 31, 2023.

Mr. Saurabh Srivastava (DIN: 00380453) will attain the age of 75 (seventy five) years in the month of March, 2021 and the continuation of his Directorship, post attaining the age of 75 (seventy five) years, will be subject to approval by the members by special resolution.

The Board of Directors of the Company at its meeting held on June 22, 2020 on the recommendation of Nomination & Remuneration Committee, approved the continuation of directorship of Mr. Saurabh Srivastava upto March 31, 2023, being the date of expiry of his current term of office considering his rich experience, expertise and valuable contribution made to the Board of the Company as his presence on the Board adds more value and gives confidence to the Board in its decisions.

The Board has also carried out the performance evaluation through Board evaluation process in line with the criteria specified in the Nomination and Remuneration Policy of the Company and the Board expressed its satisfaction with his performance and contribution made to the Company in the capacity of the Independent Director of the Company.

Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Mr. Saurabh Srivastava is not debarred from holding the office of director pursuant to any SEBI order.

Mr. Saurabh Srivastava fulfill all the conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from him that he meets the criteria of independence as prescribed under the Act and Listing Regulations, presently applicable. Further, he has also confirmed that he is not disqualified from being Director of the Company.

A brief profile of Mr. Saurabh Srivastava, the nature of his expertise in specific functional areas, name of the companies in which he is holding Directorship, Committee Memberships/Chairmanships, his shareholding etc. are separately annexed in terms of Regulation 36(3) of the Listing Regulations.

None of the Directors or KMPs of the Company or their relatives except Mr. Saurabh Srivastava himself is concerned or interested, financially or otherwise in the said resolution, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the resolution set out at item no. 8 of the Notice for approval by the members of the Company as a Special Resolution.

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

Sd/-

**MM Jain**

**SVP- Secretarial & Company Secretary**  
**Membership No: F9598**

Place: Noida  
Date: June 22, 2020

## Annexure A

### Details of the Directors seeking appointment/ re-appointment in the Annual General Meeting [Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

(Item No. 3,6,7& 8 )

Name of the Director	Chintan Thakkar	Sanjeev Bikhchandani	Hitesh Oberoi	Saurabh Srivastava
DIN	00678173	00065640	01189953	00380453
Date of Birth (Age)	30/09/1966 (53)	29/06/1963 (56)	05/06/1972 (48)	04/03/1946 (74)
Date of First Appointment on Board	16/10/2014	01/05/1995	25/05/2001	12/06/2006
Relationship with Directors/ Manager / KMP	None	None	None	None
Experience & Expertise in Specific Functional Area	Experience in Finance, Consulting and Operations. His experience includes creating innovative business models, JV's, structuring of transactions, M&A integration, fund raising, capital structuring, licensing models and large deals ranging right from software licenses to real estate.	Seasoned Entrepreneur having rich Business Development and Strategic & Financial Planning experience.	Wide experience in Sales & Marketing operations, setting up new businesses & rich experience in Finance & Management.	Mr. Srivastava is one of India's leading IT entrepreneurs, angel investor and venture capitalist.
Qualification	Chartered Accountant.	Bachelor's Degree in Economics from St. Stephens College, University of Delhi & Post Graduate diploma in business management from IIM, Ahmedabad.	Bachelor's Degree in Computer Science from IIT, Delhi & Masters of Business Administration from IIM, Bangalore	Bachelors of Technology degree from IIT, Kanpur and a Master of Science Degree from Harvard University, USA.
Experience / Brief Resume	He is a Chartered Accountant by profession and has 30 years of experience in finance, consulting and operations. His experience includes creating innovative business models, joint ventures, structuring of transactions, merger and acquisition integration, fund raising, capital structuring, licensing models and large deals ranging right from software licenses to real estate. Prior to joining Info Edge (India) Ltd. in 2014, he worked with Computer Associates.	He obtained his bachelor's degree in arts from the University of Delhi, Delhi in 1984 and a post graduate diploma in management from Indian Institute of Management, Ahmedabad in 1989. He worked for different corporates before promoting the Company. He, along with his partner, Hitesh Oberoi, won the "Ernst and Young – Entrepreneur of the Year" award in 2008 for Business Transformation. He also won the Dataquest Pathbreaker Award & the Teacher's Achievement Award for Business in 2008. He is also the founder and on Board of Trustees of Ashoka University. 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.	He obtained his bachelor's degree in computer science and engineering from the Indian Institute of Technology, Delhi in 1994 and a post-graduate diploma in management from Indian Institute of Management, Bangalore in 1996. Prior to joining the Company, he was the regional planning and distribution manager (North India) for the ice cream division of Hindustan Lever Limited, the Indian arm of Unilever Plc, where he worked for almost four years. He, along with his partner, Sanjeev Bikhchandani, won the "Ernst and Young – Entrepreneur of the Year" award in 2008 for Business Transformation. He is also the founder and on Board of Trustees of Ashoka University and Plaksha University.	He is founder of Xanza Plc. (formerly known as IIS Infotech). He is the chairman of chairs Infinity, a seed-stage venture capital fund and the Indian Venture Capital Association. He is the co-founder and past Chairman of NASSCOM and the president of TIE, Delhi and serves on the global board of TIE. He is on the advisory board of the Imperial College, Business School, London, and serves as an adjunct professor of entrepreneurship at the Indian Institute of Technology, Bombay. The Indian Institute of Technology, Kanpur has conferred the Distinguished Alumnus award on him. He holds a bachelor's degree in technology from the Indian Institute of Technology, Kanpur and a master's degree in science from Harvard University. 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.



Board Membership of other Companies as on March 31, 2020.	<ul style="list-style-type: none"> <li>Startup Internet Services Ltd.,</li> <li>Interactive Visual Solutions Private Ltd.,</li> <li>Smartweb Internet Services Ltd.,</li> <li>Allcheckdeals India Private Ltd.,</li> <li>Jeevansathi Internet Services Private Ltd.,</li> <li>Startup Investments (Holding) Ltd.,</li> <li>Makesense Technologies Ltd.,</li> <li>Newinc Internet Services Private Ltd. and</li> <li>Diphda Internet Services Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Startup Internet Services Ltd.,</li> <li>Allcheckdeals India Private Ltd.,</li> <li>Jeevansathi Internet Services Private Ltd.,</li> <li>Highbit Careers Private Ltd.,</li> <li>Calangute Advisory Services Private Ltd.,</li> <li>CIIE Initiatives,</li> <li>Startup Investments (Holding) Ltd.,</li> <li>Naukri Internet Services Ltd.,</li> <li>Makesense Technologies Ltd.,</li> <li>Zomato Private Ltd. and</li> <li>International Foundation For Research And Education.</li> </ul>	<ul style="list-style-type: none"> <li>Allcheckdeals India Private Ltd.,</li> <li>Jeevansathi Internet Services Private Ltd.,</li> <li>Highbit Careers Private Ltd.,</li> <li>Startup Investments (Holding) Ltd.,</li> <li>Naukri Internet Services Ltd. and</li> <li>International Foundation For Research And Education.</li> </ul>	<ul style="list-style-type: none"> <li>Newgen Software Technologies Ltd.,</li> <li>Dr. Lal Pathlabs Ltd.,</li> <li>Rajasthan Asset Management Company Private Ltd.,</li> <li>Indian Angel Network Services Private Ltd.,</li> <li>Naukri Internet Services Ltd.</li> <li>Kaleidoscope Entertainment Private Ltd. and</li> <li>Foundation For Innovation &amp; Research in Science &amp; Technology.</li> </ul>
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2020.	<b>Info Edge (India) Ltd.</b> <ol style="list-style-type: none"> <li>Stakeholders' Relationship Committee- Member</li> <li>Corporate Social Responsibility Committee – Member</li> <li>Risk Management Committee – Chairman</li> <li>Business Responsibility Committee – Chairman</li> <li>Committee of Executive Directors- Member</li> </ol>	<b>Info Edge (India) Ltd.</b> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee- Member</li> <li>Risk Management Committee - Member</li> <li>Committee of Executive Directors- Chairman</li> <li>Business Responsibility Reporting Committee- Member</li> </ol>	<b>Info Edge (India) Ltd.</b> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee- Member</li> <li>Risk Management Committee- Member</li> <li>Committee of Executive Directors- Member</li> <li>Business Responsibility Reporting Committee - Member</li> </ol>	<b>Info Edge (India) Ltd.</b> <ol style="list-style-type: none"> <li>Audit Committee- Member</li> <li>Nomination and Remuneration Committee- Chairman</li> <li>Corporate Social Responsibility Committee - Chairman</li> </ol> <b>Dr. Lal Pathlabs Ltd.</b> <ol style="list-style-type: none"> <li>Stakeholder Relationship Committee- Chairman</li> <li>Audit Committee- Member</li> <li>Nomination and Remuneration Committee- Member</li> </ol> <b>Newgen Software Technologies Ltd.</b> <ol style="list-style-type: none"> <li>Audit Committee- Member</li> <li>Nomination and Remuneration Committee- Member</li> </ol>
Number of Shares held in the Company as on March 31, 2020	22,122	3,17,31,019	65,47,608	Nil
Terms & Conditions of Appointment including remuneration	As approved by the members in their meeting held on August 13, 2019.	As set out in the Notice & explanatory statement annexed.	As set out in the Notice & explanatory statement annexed.	As approved by the members by way of special resolution dated March 10, 2019 through postal ballot process.
Remuneration Last Drawn	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance for details.
No. of Board Meetings attended during the year	7 (Seven)	7 (Seven)	7 (Seven)	6 (Six)