

Date: March 12, 2025

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

Dear Sir/Madam,

Subject: Notice of Postal Ballot & Remote E-voting - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

In compliance with Regulation 30 read with Schedule III and other applicable provisions of the Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated March 7, 2025, seeking approval of the Members of the Company in respect of the following proposed resolutions to be passed through postal ballot via remote e-voting, for your information and records:

Item No.	Proposed Resolutions	Type of Resolution
1.	Alteration in the share capital of the Company by way of sub-division/ split of the existing Equity Shares	Ordinary
2.	Alteration of the Articles of Association of the Company	Special
3.	Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013	Special

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 MUFG Intime India Private Limited (formerly known as ‘Link Intime India Private Limited’) (“RTA”) (<https://instavote.linkintime.co.in>).

In accordance with applicable laws and circulars issued by MCA and SEBI, the Company has completed the electronic dispatch of the Postal Ballot Notice, along with the Explanatory Statement, on Wednesday, March 12, 2025 to all the Members whose names appear in Register of Members/Register of Beneficial Owners, as on Wednesday, March 5, 2025 (the “Cut-off date”) and whose email IDs are registered with the Company/RTA/Depositories/Depository participants.

The Company has engaged the services of RTA for the purpose of providing remote e-voting facility to all its Members. The remote e-voting commences from Thursday, March 13, 2025 (9:00 A.M. IST) and shall end on Friday, April 11, 2025 (5:00 P.M. IST) (both days inclusive). The communication of assent/ dissent of the Members on the resolutions proposed in the Notice will only take place through the remote e-voting system.

The results of the Postal Ballot will be declared at the Registered Office/Corporate Office of the Company within prescribed statutory timelines and also be displayed on the website of the Company i.e. <https://www.infoedge.in> and the website of RTA at <https://instavote.linkintime.co.in> and the same will also be intimated to the Stock Exchanges where the Company’s shares are listed.

We request you to take note of the same.

Thanking you.

Yours faithfully,
For **Info Edge (India) Limited**

Jaya Bhatia
Company Secretary & Compliance Officer

Encl.: A/a





INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

Registered Office: Ground Floor, GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019

Corporate Office: B-8, Sector-132, Noida- 201304, Uttar Pradesh

Tel.: 0120-3082000, **Fax:** 0120-3082095

Website: <http://www.infoedge.in>, **E-mail:** investors@naukri.com

NOTICE OF POSTAL BALLOT

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

To,

Members of **INFO EDGE (INDIA) LIMITED**,

Notice is hereby given that the 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 Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (collectively referred to as the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, as amended from time to time, and other applicable provisions, if any for the time being in force. 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 (the "Notice") is annexed herewith for your consideration and forms an integral part of this Notice.

Pursuant to the MCA Circulars and Sections 108 and 110 of the Act and the Rules made thereunder, the Company is sending this Notice along with the Explanatory Statement and Remote E-voting instructions only through electronic mode to all those Members, whose e-mail addresses are registered with the Company/MUFG Intime India Private Ltd. (formerly known as 'Link Intime India Private Limited'), 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 Wednesday, March 5, 2025 ("Cut-off date"). Each Member's voting rights shall be reckoned in proportion to his/her share in the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting.

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

In compliance with Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Rupesh Agarwal (Membership No. A16302/COP No. 5673), Managing Partner, M/s. Chandrasekaran Associates, Company Secretaries, failing him, Mr. Shashikant Tiwari (Membership No. F11919/COP No. 13050), Partner, M/s. Chandrasekaran Associates, Company Secretaries, failing him, Mr. Lakhman Gupta (Membership No. F12682/COP No. 26704), Partner, M/s. Chandrasekaran Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through Remote E-voting process in a fair and transparent manner.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only. Remote E-voting will open for the Members for exercising their vote on Thursday, March 13, 2025 (at 09:00 A.M. IST) and ends on Friday, April 11, 2025 (at 05:00 P.M. IST) (both days inclusive). The details of the procedure to cast the votes through Remote E-voting forms part of the notes to this Notice.

PROPOSED RESOLUTIONS:

1. Alteration in the share capital of the Company by way of sub-division/split of the existing Equity Shares

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

“**RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and any other applicable provisions of the Act or the Listing Regulations for the time being in force [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division/split of equity shares of the Company, such that 1 (one) equity share having face value of ₹10/- (Rupees Ten only) each, fully paid-up, be subdivided into 5 (five) equity shares having face value of ₹ 2/- (Rupees Two only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board of Directors of the Company (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently).

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, the authorised share capital of face value of ₹ 10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre Sub-division/Split			Post Sub-division/Split		
	No. of equity shares	Face Value (in ₹)	Total Share Capital (in ₹)	No. of equity shares	Face Value (in ₹)	Total Share Capital (in ₹)
Authorised Share Capital	15,00,00,000	10/-	1,50,00,00,000/-	75,00,00,000	2/-	1,50,00,00,000/-

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, Issued, Subscribed and Paid-up equity shares of face value of ₹ 10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre Sub-division/Split			Post Sub-division/Split		
	No. of equity shares	Face Value (in ₹)	Total Share Capital (in ₹)	No. of equity shares	Face Value (in ₹)	Total Share Capital (in ₹)
Issued, Subscribed and Paid-up Share Capital	12,95,84,120	10/-	1,29,58,41,200/-	64,79,20,600	2/-	1,29,58,41,200/-

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s)/Letter of Confirmation(s) of the Company in compliance with the prevailing laws/guidelines in this regard; and
- for the equity shares held in dematerialised form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s), in compliance with the prevailing laws/guidelines in this regard.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Act and the relevant rules made thereunder (including any statutory modification(s), notification(s), circular(s) issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company, consent of members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following new clause:

“V. The Authorised Share Capital of the Company is ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 75,00,00,000 (Seventy-Five Crores) Equity Shares of face value of ₹ 2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to make all the requisite alterations, modifications and adjustments under the 'Info Edge Employee Stock Option Scheme, 2015', as may be necessary due to sub-division/split of equity shares of the Company.

RESOLVED FURTHER THAT the sub-division/split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion, deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers, subject to applicable laws.”

2. Alteration of the Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s), notification(s), circular(s) issued thereunder or re-enactment(s) thereof, for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, if any, the consent and approval of the Members of the Company, be and is hereby accorded to alter and substitute the existing definition of 'Equity Shares' given in Article 2(A)(u) of the Articles of Association of the Company, with the following new Article 2(A)(u):

“Equity Shares” shall mean fully paid-up equity shares of the Company having a par value of ₹ 2/- (Rupees Two only) per equity share of the Company, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a duly authorised Committee constituted by the Board thereof) and/or any other Key Managerial Personnel of the Company, be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the appropriate authorities in due compliance of the applicable rules and regulations, and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard.”

3. Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 13, 15 of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 and Schedule I of the Act and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) and re-enactment(s) thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other necessary statutory and regulatory approvals and modifications, if any, the approval of the Members of the Company be and is hereby accorded to adopt new set of Memorandum of Association (“MOA”) of the Company, in terms of Schedule I of the Act, in place of the existing MOA with such changes as detailed hereinafter.

RESOLVED FURTHER THAT the existing Clause III of the MOA of the Company, i.e. 'Objects Clause' be and is hereby amended in the following manner:

1. The title of the existing Clause III(A) be and is hereby amended from “The Main objects to be pursued by the Company on its incorporation are” to “The objects to be pursued by the Company on its incorporation are” with no changes in the existing sub-clauses numbered 1 to 4.
2. The title of the existing Clause III(B) be and is hereby amended from “The Objects Incidental or Ancillary to the attainment of Main Objects are” to “Matters which are necessary for furtherance of the objects specified in Clause III (A) are”.
3. A new sub clause to be inserted as sub clause no. 1, as mentioned below and existing sub clauses numbered 5 and 31 shall be deleted under the title Clause III(B):

“1. To establish other businesses which, in the opinion of the Company, may be capable of being conveniently carried on in connection with the above or enhance the value or profitability of any of the Company’s services, assets, properties, investments or rights including but not limited to, the use of artificial intelligence, machine learning, internet, data analytics, and other emerging technologies to innovate, optimize, and improve business processes, products, and services, offered by the Company.”
4. The existing sub clauses numbered 1 to 4 under the title Clause III(B) will be renumbered as sub clauses 2 to 5 respectively.
5. The existing sub clauses numbered 12 and 13 under the title Clause III(B) shall be substituted with the following sub clauses:

“12. Subject to the provisions of the Act and all other applicable provisions of the rules and regulations issued by the Securities and Exchange Board of India, or any other applicable act(s), rule(s) and regulation(s), to subscribe for, acquire and hold shares, share-stock, debentures, bonds, debenture-stock, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) or pooled investment vehicles (including alternative investment funds), of whatever nature and whatsoever constituted and to subscribe for, acquire and hold shares, debentures and debenture-stocks and debenture-bonds, mortgages, obligations and such other securities issued or guaranteed by any Government, trust, Municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the Company.

13. Subject to the provisions of the Act, and all other applicable provisions of the rules and regulations issued by Securities and Exchange Board of India or any other applicable act(s), rule(s) and regulation(s), to invest, other than investment in Company’s own shares, any money of the Company not immediately required in any investments, movable or immovable as may be thought proper and to hold, invest in shares, stock or any other securities issued by any other company or a pooled investment vehicle (including alternative investment funds), in India or elsewhere, as may be conducive for the main business of the Company.”
6. The following new sub clauses numbered 31 to 42, shall be inserted under the title Clause III(B) after existing sub clause no. 30:

“31. To act as an export-import house of goods or merchandise of any description and for this purpose engage in ancillary services such as shipping commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents and hardware merchants for or in connection with or any of the objects of the Company.

32. To carry on a general business of providing comparative information about the characteristics, interest or such other attributes of individuals, communities, organisations, countries or such other social units and of any articles or commodities or economic trends or persons whatsoever; to design, invest, prepare, own, make and on lease, sell or otherwise dispose of and generally to deal in and with computers, data processing machines, tapes, cards, memory equipment or any other such equipment and materials of every kind and description useful in connection with the business, to license or otherwise authorise others to engage in the foregoing, and to engage in general research and development in areas related to or involving the foregoing.

33. To establish, provide, maintain and conduct research and such other, laboratories, training colleges, schools and such other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.

34. To be interested to promote or undertake the formation and establishment and to take hold and dispose of shares in such organisations, institutions, business or companies whether industrial, hoteliers, restaurants, agricultural, trading, manufacturing or otherwise as may be considered to be conducive to the profit and interest of the Company and also to acquire, promote, aid, foster, subsidise or acquire interests in any such industry or undertaking.

35. To acquire from or sell to any person, firm or body corporate or unincorporate, whether in India or elsewhere technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data plans, layouts and blue prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant or license or such other rights and benefits in the foregoing matters and things and to render any kind of management and consultancy services.

36. Subject to applicable laws, to acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the Republic of India or elsewhere any debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign-ruler, commissioners, public body or authority, supreme municipal, local or otherwise, whether at home or abroad, to acquire any such shares, stocks, debentures, debenture stocks, obligations or securities by original subscription, tender, purchase, exchange or otherwise and subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, to issue shares, debenture stocks, bonds, obligation and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise however; to export, import, buy, sell, barter, exchange, pledge, make advance upon, invest in and otherwise deal in gold, silver, bullion, stocks, shares, securities of all kinds and description.

37. Subject to applicable laws, to secure sound investments of foreign capital in Indian undertakings and enterprises and Indian capital in foreign undertaking and enterprises.

38. To carry on the profession of consultants on management, employment, engineering industry and technical matters to industry and business and to act as employment agents for or in connection with or any of the objects of the Company.

39. To undertake and transact all kinds of agency business and to carry on and promote any business, commercial or otherwise, under sound principles and/or to act as distributors, agents, underwriters, brokers, estate agents, middlemen, contract man, representation and indenting agents on commission, allowance, as may be deemed fit in all commodities, merchandise and such other allied articles/lines of business for or in connection with or any of the objects of the Company.

40. To undertake, manage, finance or otherwise carry on either individually or in association in any manner; with any other person or Government authority, programme of Rural Development in India including any programme for promoting the social and economic welfare of, or the upliftment of the public in any rural area, and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide, maintain, conduct, subsidise, undertake, associate with, carry on and promote studies, research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centres and other technical, scientific, agricultural or any other institutions and bodies for the development of education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy products, cottage, small-scale and any other industry and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Central or State Government or any Public institution or Trusts of Funds recognised or approved by the Central or State Government or established under any law for the time being in force.

41. To undertake, carry out, promote and sponsor or associate with or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral upliftment of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue studies or academic pursuits or their researches and for establishing, conducting or assisting any institution, fund, trust, person or Government authority having any one of the aforesaid objects as one of the objects by giving donations or otherwise in any other manner; and the Directors may at their discretion, in order to implement any of the abovementioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government.

42. To do all such other things as may be deemed necessary or conducive for the attainment of the objects of the Company.”

7. The existing Clause III (C) i.e. “The other objects are” containing sub clause numbered 1 to 48, be and is hereby stands deleted in full.
8. Certain editorial changes and insertions be and are hereby made in the existing sub-clauses under Clause III(B) to ensure alignment with the updated position under the Act.

RESOLVED FURTHER THAT the existing Clause IV i.e. “The Liability of the members is limited” be and is hereby stands deleted and replaced by new Clause IV i.e. “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”.

RESOLVED FURTHER THAT the existing Clause V of the MOA be and is hereby stands substituted with the following new clause:

“V. The Authorised Share Capital of the Company is ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 75,00,00,000 (Seventy-Five Crores) Equity Shares of face value of ₹ 2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a duly authorised Committee constituted by the Board thereof) and/or any other Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things and file all such applications, affidavits, forms and any other documents as may be required, from time to time with the Central Government and/or Registrar of Companies or any other authority, as may be 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 may be deemed fit and appropriate and to take all such steps as may be necessary, proper or expedient, to give effect to this resolution.”

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

Sd/-

Jaya Bhatia

Company Secretary & Compliance Officer
Membership No. A33211

Place: Noida

Date : March 7, 2025

NOTES FOR MEMBER’S ATTENTION:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, setting out all material facts relating to the Item Nos. 1 to 3 of this Notice is annexed herewith.
2. Members who have not registered their e-mail addresses with either the Company’s RTA or their Depository Participant (“DP”) are requested to register the same with the RTA, in accordance with the process specified herein below at point no. 12, for procuring user id and password, and registration of e-mail addresses for Remote E-voting for the resolutions set out in this Notice.
3. Dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the postal ballot process by e-mail to the Members of the Company. The portal for Remote E-voting will remain open for the Members for exercising their votes from Thursday, March 13, 2025 (at 09:00 A.M. IST) and ends on Friday, April 11, 2025 (at 05:00 P.M. IST) both days inclusive. Please note that Remote E-voting module will be disabled for voting by RTA after the said date and time and the Members shall not be allowed to vote once the Remote E-voting module is disabled. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Wednesday, March 5, 2025 (“Cut-off date”), may cast their vote electronically. Once a vote on a resolution has been cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again on the said resolution.
4. Voting rights of Members shall be reckoned in proportion to the equity shares held by them in the paid- up equity share capital of the Company as on Cut-off date i.e. Wednesday, March 5, 2025. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on the Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
5. Members may note that this Notice will also be available on Company’s website (<https://www.infoedge.in>), Stock Exchanges’ website (<https://www.bseindia.com> and <https://www.nseindia.com>) and RTA’s website (<https://instavote.linkintime.co.in>).

6. It is clarified that if a Member fails to provide or update the relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
7. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection via electronic mode until the last day of Remote E-voting, i.e. Friday, April 11, 2025. Members can inspect the same by writing an e-mail to the Company at investors@naukri.com.
8. As required by Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the 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. in Hindi).
9. The Scrutinizer shall, after the conclusion of Remote E-voting, unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the prescribed timeline, a consolidated scrutinizer's report of the total votes cast 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 within the statutory timelines at the Corporate Office/Registered Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Corporate and Registered Office of the Company as well as communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the shares of the Company are listed. Additionally, the results will also be displayed on the Company's website viz. <http://www.infoedge.in> and on website of RTA viz. <https://instavote.linkintime.co.in>.
11. The resolution proposed in this Notice, if passed by requisite votes, shall be deemed to have been passed on the last date of Remote E-voting i.e. Friday, April 11, 2025. The Resolution, if passed by requisite majority, shall be deemed to be passed as if the same has been passed at a general meeting of the Members convened in that behalf.
12. Voting through electronic means: Instructions and other information relating to Remote E-Voting are as below:

In compliance with provisions of Section 108 of the Act read with the Rules made thereunder, as amended, and Regulation 44 of the Listing Regulations, the Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the Cut-off date, to exercise their right to vote by electronic means on the business specified in the accompanying Notice through the electronic voting (the "E-voting") facility arranged by the Company's RTA.

Remote e-Voting Instructions for shareholders

In terms of SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

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

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/Easiest facility

Shareholders who have registered/opted for CDSL Easi/Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/Easiest facility:

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

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.

- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

Login method for shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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 NSDL form, shall provide ‘D’ above*

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

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. 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 (“Custodian/Corporate Body/ Mutual Fund”)

STEP 1 – Custodian/Corporate Body/Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian/Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DPID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour/Against, click on ‘Submit’.

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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name/Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour/Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk: Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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.

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

Forgot Password:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer; PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian/Corporate Body/Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian/Corporate Body/Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer; PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants’ website.

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

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

In terms of the MCA Circulars, the Company has sent Postal Ballot Notice in electronic form only and physical copy of the Postal Ballot Notice and Postal ballot form has not been sent to the shareholders for this Postal Ballot process. Accordingly, the communication of the assent or dissent of the Members would take place through the Remote E-voting system only. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

Registration of e-mail address by shareholders holding shares in physical form:

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

Permanent Registration of e-mail address by shareholders holding shares Dematerialized form:

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

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

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

Those shareholders who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants/the Company's RTA.

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

The following Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, sets out the material facts relating to the proposed resolutions mentioned in the accompanying Notice dated March 7, 2025.

Item Nos. 1 & 2:

The Board of Directors at its meeting held on February 5, 2025, subject to the approval of Members of the Company and statutory authority(ies), if any, had approved the sub-division/split of equity shares of the Company such that 1 (one) equity share having face value of ₹ 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 5 (five) equity shares having face value of ₹ 2/- (Rupees Two only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board (“Record Date”).

In the opinion of the Board of Directors, the proposed sub-division/split of equity shares will enhance the liquidity of the equity shares of the Company and will make them more affordable. It is also expected that it will encourage participation of investors at large and therefore, it is in the best interest of the investors and the Company. The Board of Directors, therefore, recommends an Ordinary Resolution as set out in Item No. 1 of the accompanying Notice for the approval of the Members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 (the “Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) as amended from time to time.

The sub-division/split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of the equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Act. The altered Capital Clause of the Memorandum of Association of the Company, subject to approval of the Members by way of Postal Ballot and any regulatory/statutory approvals, as may be required under applicable laws, shall read as follows:

“The Authorized Share Capital of the Company is ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 75,00,00,000 (Seventy Five Crores) Equity Shares of face value of ₹ 2/- (Rupees Two only) each”

Further, the sub-division/split of equity shares of the Company as aforesaid will require alteration to the existing definition of ‘Equity Shares’ given in Article 2(A)(u) of the Articles of Association of the Company. Therefore, the Board of Directors at its meeting held on February 5, 2025 has approved the amendment in the definition of Equity Shares in the Articles of Association of the Company as set out in Item No. 2 of the accompanying Notice, subject to the approval of Members of the Company, which shall read as under:

“Equity Shares” shall mean fully paid-up equity shares of the Company having a par value of ₹ 2/- (Rupees Two only) per equity share of the Company, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares of the Company.

The sub-division of equity shares may inter-alia require appropriate adjustments to the existing employee share based benefit scheme, i.e. ‘Info Edge Employee Stock Option Scheme, 2015’.

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. 2 of the accompanying Notice.

Your Directors are of the opinion that the resolutions proposed at Item Nos. 1 and 2 of the Notice will be in the Company’s interest, and therefore, recommend the resolutions at Item Nos. 1 and 2 of the accompanying Notice for approval by the Members of the Company as Ordinary Resolution and Special Resolution, respectively.

A draft copy of the altered Memorandum of Association and Articles of Association of the Company is available on the website of the Company at www.infoedge.in. Alternately, Members may also send their requests for inspection of aforesaid documents to 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 Friday, April 11, 2025.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed Resolutions at Item Nos. 1 and 2 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

Item No. 3:

The existing Memorandum of Association (“MOA”) of the Company is based on the erstwhile Companies Act, 1956. The alteration of MOA is necessary to bring the existing MOA in line with the Companies Act, 2013 (the “Act”).

The object clause and the liability clause of the existing MOA i.e., Clause III and Clause IV respectively, needs to be re-aligned as per Table A of Schedule I of the Act. Members are requested to note that there is no change in the main objects of the Company. Further, some editorial changes and insertions were also carried out in the MOA, to reflect the updated position under the Act in a lucid and coherent manner, which shall enable the Company to carry on its main objects in an efficient manner, in accordance with the Act. In this regard, Members are requested to note that the new sub clauses numbered 31 to 41 inserted under the title Clause III(B) after sub clause no. 30, as detailed in the Resolution set out at Item No. 3, have been inserted from existing Clause III(C) of the MOA, with some minor editorial changes.

Additionally, as set out in Item No. 1, the sub-division/split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the MOA of the Company.

Members to take note that the Board of Directors of the Company (the “Board”) in its meeting held on March 7, 2025 have approved the amendments in the Clauses numbered III, IV and V of the MOA and recommended the same to the Members for approval as detailed in the Resolution set out at Item No. 3 of the accompanying Notice.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of new set of MOA. Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 3 of the accompanying Notice.

A draft copy of the altered MOA is available on the website of the Company at www.infoedge.in. Alternately, Members may also send their requests for inspection of the altered MOA to 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 Friday, April 11, 2025.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions at Item No. 3 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

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 : March 7, 2025