

Date: April 24, 2025

- 1. The Manager- Listing**  
**National Stock Exchange of India Limited**  
(Scrip Symbol: 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 April 18, 2025, seeking approval of the Members of the Company in respect of the following proposed resolution to be passed through postal ballot via remote e-voting, for your information and records:

Item No.	Proposed Resolution	Type of Resolution
1.	To approve entering into material related party transaction with Karkardooma Trust (for investment in its scheme, namely, IE Venture Investment Fund III), to be regarded as a related party of the Company	Ordinary

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 Thursday, April 24, 2025 to all the Members whose names appear in Register of Members/Register of Beneficial Owners, as on Thursday, April 17, 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 Friday, April 25, 2025 (9:00 A.M. IST) and shall end on Saturday, May 24, 2025 (5:00 P.M. IST) (both days inclusive). The communication of assent/ dissent of the Members on the resolution 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](mailto: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 resolution set out below is 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 Meetings 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 resolution 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 Thursday, April 17, 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. Lakhan 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 Resolution along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only. Remote E-voting will open for the Members for exercising their vote on Friday, April 25, 2025 (at 09:00 A.M. IST) and ends on Saturday, May 24, 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 RESOLUTION:**

- To approve entering into material related party transaction with Karkardooma Trust (for investment in its scheme, namely, IE Venture Investment Fund III), to be regarded as a related party of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation, circulars issued thereunder or re-enactment thereof, for the time being in force, the Company’s Policy on Related Party Transactions and upon the recommendation(s)/approval(s)/consent(s)/permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/institutions or bodies and subject to such terms and conditions as may be prescribed/imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/Board of Directors, the approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee and/or any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into and/or carrying out, arrangements and transactions with Karkardooma Trust, a trust registered as Category II Alternative Investment Fund with SEBI and IE Venture Investment Fund III, its scheme, to be regarded as related party of the Company within the meaning of Regulation 2(1)(zb) of Listing Regulations upon execution of investment management agreement between the trustee of Karkardooma Trust and Smartweb Internet Services Limited, a wholly owned subsidiary of the Company and proposed investment manager and sponsor of Karkardooma Trust and its scheme, for Capital Commitment for subscription or purchase of units of said scheme as specified in the explanatory statement forming part of this notice, whether by way of entering into new contract or renewal(s) or extension(s) or modification(s) of earlier contract(s)/arrangement(s)/transaction(s) or otherwise on such terms and conditions as the Board may deem fit, directly or through wholly owned subsidiary(ies), for an amount not exceeding in aggregate ₹ 10,00,00,00,000 (Indian Rupees One Thousand Crores Only) in one or more tranches, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval 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 herein conferred to any director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary 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:** April 18, 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 No. 1 of this Notice is annexed herewith.
2. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository Participant ("DP") are requested to register the same with the RTA, in accordance with the process specified herein below at point no. 12, for procuring user id and password, and registration of e-mail addresses for Remote E-voting for the resolution set out in this Notice.
3. Dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the postal ballot process by e-mail to the Members of the Company. The portal for Remote E-voting will remain open for the Members for exercising their votes from Friday, April 25, 2025 (at 09:00 A.M. IST) and ends on Saturday, May 24, 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 Thursday, April 17, 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. Thursday, April 17, 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. Saturday, May 24, 2025. Members can inspect the same by writing an e-mail to the Company at [investors@naukri.com](mailto:investors@naukri.com).
8. As required by Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the 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. Saturday, May 24, 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.nsdl.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](http://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 “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 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 “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.

**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](mailto: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](mailto: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.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> 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](mailto: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 resolution 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 MUFG Intime India Private Limited, by clicking the link: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](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 in 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 in 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 MUFG Intime India Private Ltd. by clicking the link: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](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@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com), 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 resolution mentioned in the accompanying Notice dated April 18, 2025.

### **Item No. 1:**

Your Company, during its existence, has established itself as a leader in India's digital ecosystem, owning, managing, and investing in brands across four well-defined business segments - recruitment, real estate, matrimonial and education. These businesses form the core of the Company and are nurtured by internal teams that drive growth, innovation and value creation.

Beyond the core business segments, the Company has been an active investor in external entities, backing high potential startups/early stage companies led by determined entrepreneurs with their own management teams and operating autonomously. Here, the Company purely plays the role of an investor, providing capital and broad guidance to the management. The first phase of such investments (from 2007 to 2012) has resulted in emergence of two of India's most notable and successful startups –PB Fintech Ltd. ("Policybazaar") and Eternal Ltd., formerly known as Zomato Ltd. ("Zomato"). After initial capital investment in 2008 and 2010, respectively, the Company had supported them through multiple growth stages, leading to highly successful IPOs as well as enhancing your Company's overall enterprise value. Both companies are now listed on recognized stock exchanges in India and have a combined market capitalization of approximately ₹ 2.68 Lakh Crores (Indian Rupees Two Lakh Sixty-Eight Thousand Crores only) as on March 31, 2025.

The early signs of success of Zomato and Policybazaar in 2015 had validated the Company's strategy of investing in start-ups that yield exponential value and long term capital growth, resulting in renewed investment phase between 2016 to 2019, where the Company invested in companies like Metis Eduventures Pvt. Ltd. ("Adda 247"), Llama Logisol Pvt. Ltd. ("Shipsy") and Agstack Technologies Pvt. Ltd. ("Gramophone") amongst others. While these companies are yet to achieve the scale and value created by Zomato and Policybazaar, and despite the inherent risks associated with early stage investing, basis their consistent progress, the Company is optimistic about potential successful outcomes.

Given the strong foundation in early stage investing and to streamline the investment portfolio, the Company, in 2020, launched its first Category II Alternative Investment Fund ("AIF") named Info Edge Venture Fund ("IEVF") along with its first scheme, IE Venture Fund I ("IEVF-I") to invest in technology and technology enabled businesses. Smartweb Internet Services Limited ("Smartweb"), wholly owned subsidiary of the Company, acts as an Investment Manager/Sponsor to IEVF. IEVF was floated with a corpus of ₹ 7,57,50,00,000 (Indian Rupees Seven Hundred and Fifty Seven Crores and Fifty Lakhs only) where the Company together with its group companies committed approximately ₹ 3,80,00,00,000 (Indian Rupees Three Hundred and Eighty Crores only) and a commitment of ₹ 3,75,00,00,000 (Indian Rupees Three Hundred and Seventy Five Crores only) was made by MacRitchie Investments Pte. Limited (an indirect wholly owned subsidiary of Temasek Holdings (Private) Limited). Building on the success of IEVF-I, the Company added another scheme, IE Venture Fund Follow-On I ("IEVF Follow-On") to IEVF to further support the portfolio companies of IEVF-I. IEVF has already seen the successful IPO of Le Travenues Technology Limited ("Ixigo") in June 2024, whereas another investee company Bigfoot Retail Solutions Pvt. Ltd ("Shiprocket") is planning to undertake an IPO in the coming months. Certain portfolio companies of IEVF-I and IEVF Follow-On such as TrueMeds, Geniemode, Attentive, Aftershoot, Zingbus amongst others are seeing very promising business growth and have received follow-on investments from reputed external investors like Westbridge, Accel, Multiples, Fundamentum, Left Lane, Headline, Vertex, BP Ventures etc.

Encouraged by the value creation through long-term investing for the stakeholders, the Company (alongside IEVF Follow-On) also floated two other Category II AIFs: Info Edge Capital ("IEC") with its scheme IE Venture Investment Fund II ("IEVI Fund II") and Capital 2B ("C2B") with its scheme Capital 2B Fund I ("C2B Fund"). The Company (together with its group companies) has committed ₹ 5,67,50,00,000 (Indian Rupees Five Hundred Sixty Seven Crores and Fifty Lakhs only) in IEVI Fund II and ₹ 2,86,25,00,000 (Indian Rupees Two Hundred Eighty Six Crores and Twenty Five Lakhs only) in C2B Fund with additional commitment from external contributors, namely, MacRitchie Investments Pte. Limited and DFOSG Pte. Ltd. IEC has continued to invest along the same strategy as IEVF – focusing majorly on businesses in consumer internet, B2B/AI SaaS, B2B marketplaces amongst others while C2B investment thesis focuses on deep tech and IP led businesses. Given these two AIFs are still very early in their lifecycle, most of the investments are yet to generate returns, as startups take time to scale and achieve profitability, however, many of them are already showing early promise with strong revenue growth, positive unit economics, early leadership in their space and follow-on funding led by new external investors. To name a few, portfolio companies such as Mirana, Osfm, InPrime, among others, have received follow-on investments from investors like Accel, Peak XV, Matrix etc. Moreover, the largest investment of IEVI Fund II, Bluestone Jewellery and Lifestyle Private Limited ("Bluestone") has received follow-on investment from Prosus (Naspers group), Peak XV and Steadview, and has already filed its Draft Red Herring Prospectus with SEBI for an IPO in the coming months.

For a more concise overview of all the aforesaid funds, as at December 31, 2024, please see the summary below:

(All figures in ₹ Cr. unless stated otherwise)

Particulars	Total	Info Edge (India) Ltd.
Fund size/Commitment (including Smartweb)	3,422.90	1,613.80
Drawdown (including Smartweb)	2,135.40	1,028.50
NAV	2,889.00	1,397.60
Gross Internal Rate of Return (IRR)	18.7%	

Note: Gross Internal Rate of Return (IRR) refers to the AIF's rate of return, at an aggregate level, calculated prior to the deduction of any carried interest, fees, costs, or expenses. It is based on unrealised gross asset values as of December 31, 2024, included in the limited reviewed financial statements reported by the statutory auditors of respective AIFs.

With this growing investment portfolio, the AIFs have built a strong reputation in the early stage investment ecosystem in India and have established a unique and strong position in the industry to access competitive investment opportunities.

In addition, the Company parallelly started investing through a wholly-owned subsidiary, with the intent to support startups that are creating new ecosystems and outcomes driven by emerging science and technology.

The financial investing activity described above is separate from investments in strategic opportunities in the following areas: jobs and careers, real estate, matrimony and education classifieds. Such strategic investments are done and managed by an internal Corporate Development team which is outside the AIF. Strategic investments include the likes of Sunrise Mentors Pvt. Ltd. ("Coding Ninjas"), Aisle Network Pvt. Ltd. ("Aisle"), Terralytics Analysis Pvt. Ltd. ("Teal"), etc. Further, the advent of artificial intelligence and emerging technologies are poised to transform India's digital economy to unprecedented growth and innovations.

To continue investing in India's strengthening startup ecosystem, the Company has floated another AIF namely, Karkardooma Trust ("KT"), which has floated a scheme by the name of IE Venture Investment Fund III ("IEVI Fund III"). This fund will have a tenure of 12 (twelve) years, extendable by further 2 (two) years with 2/3rd majority consent of its contributors. However, it is estimated that actual contribution basis the drawdowns by IEVI Fund III may happen over 5 to 8 years, on need basis, depending on the available opportunities to invest, market conditions, and fund expenses. Basis the guiding principles of previous funds and adhering to the guardrails of this fund's mandate, KT will continue to invest in early stage entities across tech led businesses including consumer internet platforms, B2B marketplaces, SaaS products, AI & AI enabled platforms, and emerging technologies such as robotics, cybersecurity among others. The target corpus of IEVI Fund III shall be ₹ 10,00,00,00,000 (Indian Rupees One Thousand Crores only) with a green shoe option of an additional ₹ 10,00,00,00,000 (Indian Rupees One Thousand Crores only). The Company is seeking approval for the capital commitment of not exceeding ₹ 10,00,00,00,000 (Indian Rupees One Thousand Crores only) in IEVI Fund III, directly and/or through its wholly owned subsidiaries, including Startup Investments (Holding) Limited ("SIHL") and Startup Internet Services Limited ("SISL"). IEVI Fund III is also open to taking investment contribution from a select set of external investors.

Similar to other funds, KT will carry restrictions regarding investment in four business verticals where the Company operates – Recruitment Solutions, Online Property Search portals, Education classifieds and online Matrimonial Matchmaking.

It is further clarified that none of the Promoters of the Company will have any monetary benefit either by way of any variable pay, bonus or participation in carry pool based on the performance of above mentioned fund (as is generally the practice in AIFs), or in any other manner whatsoever.

The Members of the Company are hereby apprised that as per Regulation 23 of the Listing Regulations, all related party transactions in excess of ₹ 10,00,00,00,000 (Indian Rupees One Thousand Crores Only) or 10% (Ten Percent) of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, of the Company shall be deemed to be Material Related Party Transactions and shall require prior approval of Members of the Company through a resolution and no related party shall vote to approve such resolution, irrespective of whether they are related parties to the particular transaction or not. Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and are at arm's length basis.

Considering the investment goals of the Company, the total amount of contribution it proposes to undertake with KT, will be in excess of the limits provided in the Regulation 23 of the Listing Regulations and consequently will be Material Related Party Transaction, since the said AIF will be related party of the Company under Listing Regulations. Such Material Related Party Transaction requires prior approval of the Members of the Company.

The relevant details of Material Related Party Transaction and other particulars thereof as per Master circular for compliance with the provisions of the Listing Regulations dated November 11, 2024 read with SEBI Circular dated February 14, 2025 prescribing the Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” for which Members’ approval is sought are outlined below:

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
<b>A. Details of the related party and transactions with the related party</b>			
<b>A(1). Basic details of the related party:</b>			
1.	Name of the related party	<p>Karkardooma Trust (“KT”), a trust registered under the Indian Trusts Act, 1882 and with the Securities and Exchange Board of India (“SEBI”) as a Category II – Alternative Investment Fund (“AIF”) under the SEBI (Alternative Investment Funds) Regulations, 2012 (“AIF Regulations”), with registration number IN/AIF2/24-25/1712.</p> <p>KT has launched a scheme by the name of IE Venture Investment Fund III (“IEVI Fund III” or the “Scheme”).</p> <p>Once the investment management agreement is executed between trustee of KT and Smartweb Internet Services Limited (“Smartweb”), its proposed investment manager &amp; sponsor and wholly owned subsidiary of the Company, KT and its Scheme would be regarded as related party of the Company in accordance with Regulation 2(1)(zb) of the Listing Regulations.</p>	-
2.	Country of incorporation of the related party	India	-
3.	Nature of business of the related party	<p>KT is a registered Category II - AIF that collects funds from contributors to invest in specified asset classes, in accordance with the AIF Regulations, to generate long term capital growth for its contributors.</p> <p>The objective of IEVI Fund III will be to invest primarily in equity, equity linked instruments, preference shares / preferred stock / warrants for equity conversion, options to subscribe to equity / equity linked instruments, debt instruments, convertibles and other securities (as per the AIF Regulations) and other investments of unlisted investee companies that qualify under the AIF Regulations or as specified by any other government authority.</p>	-
<b>A(2). Relationship and ownership of the related party</b>			
4.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party.	<p>Once the investment management agreement is executed, as aforesaid, KT and its Scheme, IEVI Fund III will be controlled by the Company through its proposed investment manager &amp; sponsor, Smartweb.</p> <p>Subject to commercial considerations, the proposed investment in KT would be made by the Company directly or through its wholly-owned subsidiaries, including - Startup Investments (Holding) Limited (“SIHL”) and Startup Internet Services Limited (“SISL”) and/or other wholly-owned subsidiaries (hereinafter collectively referred to as “WOS”).</p>	-
5.	<p>Shareholding or contribution % or profit &amp; loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</p> <p><i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.</p>	<p>% Shareholding: Nil</p> <p>% Contribution: 100% directly by the Company or through WOS in the Scheme. This may be subject to change in case additional contributors are on boarded.</p> <p>% P&amp;L Sharing: 100% directly of the Company or of WOS. This may be subject to change in case additional contributors are on boarded.</p>	-

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).  <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	% Shareholding: Nil  KT does not hold any stake in the Company or its subsidiaries (including Smartweb), directly or indirectly.	-
<b>A(3). Financial performance of the related party</b>			
7.	Standalone turnover of the related party for each of the last three financial years:	Not Applicable.  Since, KT was incorporated and the Scheme has been launched in FY 2024-25, the disclosure in relation to its standalone turnover of the last three financial years is not applicable.	-
8.	Standalone net worth of the related party for each of the last three financial years:	Not Applicable.  Since, KT was incorporated and the Scheme has been launched in FY 2024-25, the disclosure in relation to its standalone net worth of the last three financial years is not applicable.	-
9.	Standalone net profits of the related party for each of the last three financial years:	Not Applicable.  Since, KT was incorporated and the Scheme has been launched in FY 2024-25, the disclosure in relation to its standalone net profits of the last three financial years is not applicable.	-
<b>A(4). Details of previous transactions with the related party</b>			
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.  <b>Note:</b> Details need to be disclosed separately for listed entity and its subsidiary.	Not Applicable. Since, KT was incorporated and the Scheme has been launched in FY 2024-25, disclosures in relation to transactions undertaken with KT during last three financial years are not applicable.	-
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil	-
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Not Applicable	-
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not Applicable.  Since, KT was incorporated and the Scheme has been launched in FY 2024-25, disclosures in relation to default made by it during last three financial years are not applicable.	-
<b>A(5). Amount of the proposed transactions (All types of transactions taken together)</b>			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Up to ₹10,00,00,00,000 (Indian Rupees One Thousand Crores only) during the term/tenure of IEVI Fund III. Subject to commercial considerations, the aforesaid investment would be made by the Company directly or through its WOS as referred in para no. 4.	-

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the aggregate value of the proposed investment as stated in para no. 14 is material for the current financial year.  However, the actual contribution by the Company directly or through WOS, basis the drawdowns by IEVI Fund III, could be made over time during the tenure of the Scheme, which may not be material for that particular financial year, during which the actual contribution is made.	-
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	39.43% of annual consolidated turnover for FY 2023-24. The aforesaid percentage is in relation to the aggregate maximum value of the proposed capital contributions (i.e., up to ₹ 10,00,00,00,000) to be made in IEVI Fund III. The actual contribution basis the drawdowns by IEVI Fund III could be made over time during the tenure of the Scheme and on need basis depending on the available opportunities to invest, prevailing market conditions, and fund's expenses.	-
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	The standalone audited turnover of each SIHL and SISL for FY 2023-24 was Nil.  The turnover of all the WOS including SIHL & SISL are available in their respective annual reports and can be accessed at <a href="http://www.infoedge.in">www.infoedge.in</a>	-
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable. Since, KT was incorporated and the Scheme has been launched in FY 2024-25, the disclosure in relation to the value of the proposed transaction as a percentage of its annual standalone turnover for the preceding financial year is not applicable.	-
<b>B. Details for specific transactions</b>			
<b>B(1). Basic details of the proposed transaction</b>			
19.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment by subscription of units of IEVI Fund III at face value, subject to the terms and conditions of the Contribution Agreement.	-
20.	Details of the proposed transaction	The Company will enter into a Contribution Agreement with KT, for capital contribution of an amount up to ₹ 10,00,00,00,000 (Indian Rupees One Thousand Crores Only) to be made by the Company, directly or through its WOS including SIHL and SISL, in IEVI Fund III, subject to shareholders' approval.	-
21.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Life of the fund is 12 (twelve) years from first closing (i.e., upon execution of Contribution Agreement), which may be extended up to additional 2 (two) years with 2/3rd majority consent of the contributors. However, it is estimated that the actual contribution basis the drawdowns may happen over 5 to 8 years.	-
22.	Indicative date/timeline for undertaking the transaction	The actual drawdown by IEVI Fund III could be made over time during the life of the fund on need basis depending on the available opportunities to invest, prevailing market conditions, and fund's expenses. It is estimated that actual contribution basis the drawdowns may happen over 5 to 8 years.	-
23.	Whether omnibus approval is being sought?	No	-
24.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	The aggregate value of the transactions pursuant to the Contribution Agreement would be up to ₹ 10,00,00,00,000 (Indian Rupees One Thousand Crores Only).  The actual drawdown for each financial year would be on need basis depending on the available opportunities to invest, prevailing market conditions and fund's expenses over a period of 12 (twelve) years. However, it is estimated that actual contribution basis the drawdowns may happen over 5 to 8 years.	-

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
25.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	The certificate received from Mr. Sanjeev Bikhchandani, Promoter & Whole Time Director and Mr. Hitesh Oberoi, Co-promoter, Chief Executive Officer & Managing Director (in capacity of promoter directors and KMPs of the Company), certifying that, to the best of their knowledge and belief – (i) the aforesaid transaction is not prejudicial to the interest of public shareholders of the Company; and (ii) the terms and conditions of the aforesaid transaction are not unfavorable to the Company, compared to the terms and conditions, had similar transaction been entered into with an unrelated party, was reviewed by the Audit Committee.	-
26.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<ul style="list-style-type: none"> <li>Affordable internet access and widespread smartphone usage has enabled the creation of large tech-led businesses focused both on the domestic as well as overseas markets. Quality of talent available in India has increased sharply, allowing startups, especially AI/SaaS companies, to be able to make globally competitive software products from India and sell it to businesses worldwide.</li> <li>India stands at the forefront of the global AI revolution with the third-largest startup ecosystem. With increased government push for indigenous AI development, the availability of consumer datasets across public (Jan Dhan, Aadhar, Mobile) and private infrastructures (Enterprise Ecosystem), and a large domestic market for AI products, India is well-positioned to build multiple large software companies that leverage AI to solve critical business problems.</li> <li>The proposed investment manager, namely Smartweb, has extensive experience, network, goodwill, and track record of generating exponential value in the world of early stage investing in tech startups for its stakeholders. KT will leverage the same for superior financial returns on the investments.</li> <li>KT will be managed by an experienced and successful team of investment manager and support team with proven ability in early stage investing.</li> <li>Spotting a good tech startup early on and investing and staying with the investment for a long duration has proven to be a superior risk-reward equation.</li> <li>Existing AIFs managed by the investment manager have established a strong reputation for good governance structures and portfolio monitoring processes for its investments.</li> </ul>	-
27.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p>	Nil	-
	a. Name of the director / KMP	Not Applicable.	-
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	% Shareholding - Not Applicable.	-



S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
28.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p><i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>		-
	a. Name of the director / KMP/ partner	Mr. Sanjeev Bikhchandani, Promoter & Whole Time Director of the Company, will be a 'key person' in IEVI Fund III.	-
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	% Shareholding – Mr. Sanjeev Bikhchandani, directly and through his relatives, in aggregate holds 26.46% shareholding in the Company as on March 31, 2025.	-
29.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable, KT is a SEBI registered AIF, the capital contributions by the Company, directly or through its WOS, will be made at face value of the unit(s).	-
30.	Other information relevant for decision making.	Please refer para no. 34.	-
<b>B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary</b>			
31.	Source of funds in connection with the proposed transaction.	<p>The investment may be made by the Company directly or through its WOS.</p> <p>The proposed investment would be funded by a combination of internal accruals/reserves/surplus funds or raising funds from their shareholders/ external third parties in compliance with applicable laws.</p>	-
32.	Purpose for which funds shall be utilized by the investee company.	<p>The capital contribution will be utilized for further investment in equity, equity linked instruments, preference shares / preferred stock / warrants for equity conversion, options to subscribe to equity/ equity linked instruments, debt instruments, convertibles and other securities (as per the AIF Regulations) and other investments of unlisted investee companies that qualify under the AIF Regulation or as specified by any other government authority.</p> <p>The Scheme will invest in start-ups that are leveraging technology to build products/services/platforms for consumers and other businesses as customers. Majority of the investments would be made in early stage companies.</p> <p>Subject to the AIF Regulations, the Scheme shall make investments subject to the following restrictions:</p> <p>(i) The Scheme shall invest primarily in the unlisted securities of Portfolio Entities provided however that the Scheme may invest in later stage, pre-IPO companies and listed securities, for approximately 15% (fifteen percent) of the Investable Funds of the Scheme;</p> <p>(ii) The Scheme shall not borrow funds directly or indirectly or engage in leverage except for meeting temporary funding requirements, as prescribed in the AIF Regulations;</p> <p>(iii) The Scheme shall not invest in Associates except with Super Majority Consent;</p> <p>(iv) The Scheme shall not invest more than 25% of its Investable Funds in one Portfolio Entity;</p> <p>(v) The Scheme may invest in equity and equity linked instruments of offshore venture capital undertakings only with prior approval from SEBI. Such investments shall not exceed 25% of the Investable Funds;</p> <p>(vi) The Scheme shall not invest in business spaces where Info Edge (India) Limited operates in, including India focused opportunities in the online matrimonial space, job search portals, online entities conducting job-oriented education programs and online real estate/real estate tech;</p> <p>(vii) The Scheme shall also be subject to certain additional investment restrictions that it may be subject to due to the internal policies and guidelines of institutional investors (as set out in their respective Contribution Agreements and Other Agreements) which fall within the overall investment objective of the Scheme.</p>	-

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
		(viii) The Scheme does not intend to invest in units of other AIFs, or in its associates, or in units of AIFs managed or sponsored by the Investment Manager, Sponsor or associates of the Investment Manager or Sponsor; (ix) The Scheme shall not engage in any lending activity or extend guarantees for the Portfolio Entity. (x) The Scheme shall not invest except with the approval of Super Majority Consent in - (a) associates; or (b) units of AIFs managed or sponsored by the Investment Manager, Sponsor or associates of the Investment Manager or Sponsor. (xi) Except with the approval of Super Majority Consent and subject to the conditions specified by SEBI, the Scheme shall not buy or sell Portfolio Investments, from or to - (a) associates; or (b) schemes of AIFs managed or sponsored by the Investment Manager, Sponsor or associates of the Investment Manager or Sponsor; or (c) an investor who has committed to invest at least fifty percent of the Corpus.	-
33.	Where any financial indebtedness is incurred to make investment, specify the following:	No	-
	a. Nature of indebtedness	Not Applicable	-
	b. Total cost of borrowing	Not Applicable	-
	c. Tenure	Not Applicable	-
	d. Other details	Not Applicable	-
34.	Material covenants of the proposed transaction	The Contribution Agreement is yet to be executed with KT. As per the draft of the Contribution Agreement (to be executed with the Company and/or its WOS as contributors and Smartweb, as an investment manager), the material terms/covenants of the Contribution Agreement to be entered into with KT <i>inter alia</i> includes the following: <ul style="list-style-type: none"> <li>• The tenure of the Contribution Agreement is 12 (twelve) years from the date of ‘first closing’ which may be extended by up to an additional 2 (two) years with prior two-third majority consent of the contributors.</li> <li>• No distribution or repayment of any amount will be made to the contributors unless at the time of each distribution or repayment, all liabilities (including tax liabilities) of the IEVI Fund III have been paid.</li> <li>• The management of IEVI Fund III shall be undertaken by Smartweb, the proposed investment manager of the Scheme, who may constitute an ‘investment committee’ to approve and oversee the investment and divestment decisions of the investment manager with respect to IEVI Fund III.</li> <li>• The investment manager will be entitled to receive a management fee of up to 2% from IEVI Fund III from the date of ‘first closing’, subject to approval of audit committee of the Company, as may be required under applicable laws.</li> <li>• <b>Distribution Waterfall:</b> <ul style="list-style-type: none"> <li>(a) First, 100% to Class A Unit holder (i.e. Contributors) until the cumulative amount distributed to such Class A Unit holder pursuant to this step (a) is equal to its aggregate Capital Contributions;</li> <li>(b) Second, 100% to such Class A Unit holder until the cumulative amounts distributed in step (a) above and this step (b) are sufficient to provide such Class A Unit holder an IRR equal to the Preferred Rate of Return (i.e.10% p.a.);</li> </ul> </li> </ul>	-

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
		(c) Third, 100% to Class B Unit holders (i.e. Investment Manager and/or employees of the Investment Manager) until the cumulative amount distributed to Class B Unit holders pursuant to this step (c) is equal to 15% of the sum of the distributions made under step (b) above and under this step (c); and  (d) Thereafter, 85% to the Class A Unit holder and 15% to the Class B Unit holder.	
35.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))  <i>Explanation:</i> This shall be applicable in case of investment in debt instruments.	Not Applicable	-
36.	Expected annualised returns  <i>Explanation:</i> This shall be applicable in case of investment in debt instruments.	Not Applicable	-
37.	Returns on past investments in the related party over the last three financial years	Not Applicable	-
38.	Details of asset-liability mismatch position, if any, post investment <i>Explanation:</i> This shall be applicable in case of investment in debt instruments.	Not Applicable	-
39.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Yes, the transaction was subject to SEBI taking the PPM of IEVI Fund III on records. The required confirmation has been received on March 21, 2025.  For the sake of completeness, it may be noted that the transaction will also require appropriate corporate approvals (including approval from the Members of the Company since it is a material related party transaction).	-

*Note: For the purpose of calculating the total amount of proposed RPTs as a percentage of annual consolidated turnover of the Company and/or annual standalone turnover of the subsidiary company and/or annual standalone net worth/ turnover/net profit of the related party (as applicable) as of the immediately preceding financial year, we have considered FY 2023-24 as the 'preceding financial year' pending approval of the financial statements/results of the Company for FY 2024-25, by the Board of Directors of the Company followed by the adoption of the said Financial Statements by the Members of the Company at the ensuing Annual General Meeting to be held during FY 2025-26 and/or the financial statements of the subsidiary companies and/or the financial statements of the related party, if applicable, by their respective board of directors and members, as applicable, during FY 2025-26.*

It is also pertinent to note that the Audit Committee and Board of Directors of the Company, based on information provided under Master circular for compliance with the provisions of the Listing Regulations dated November 11, 2024, had approved the aforesaid proposed transaction in their respective meetings held on February 5, 2025 and recommended the same to the Members for approval. Further, in accordance with the Industry Standards on Minimum information to be provided for review of the Audit Committee and Shareholders for Approval of RPT, the requisite information, as specified above, was placed before the Audit Committee and Board of Directors of the Company in their respective meetings held on April 18, 2025 and the same was reviewed by the Audit Committee and Board of Directors while reviewing the aforesaid proposal.

Members may further note that basis the relevant disclosures for decision-making as circulated to the Audit Committee and its subsequent assessment thereon, the members of the Audit Committee have determined that none of the Promoter(s) of the Company will benefit from the proposed material related party transaction, as aforesaid, at the expense of public shareholders of the Company and a statement of assessment, to this effect has been provided by the members of the Audit Committee.

The Board is of the opinion that the aforesaid transaction, will be in the Company's interest and therefore, recommend to the Members to approve the resolution set out at Item No. 1 of the accompanying Notice as an Ordinary Resolution.

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

All documents referred to in the Explanatory Statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the closure of the Remote E-voting period. Members seeking to inspect such documents can send an email to [investors@naukri.com](mailto:investors@naukri.com).

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 :** April 18, 2025