

# Info Edge (India) Ltd.

Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019

CIN: L74899DL1995PLC068021, Tel: +91-120-3082000, Fax: +91-120-3082095, Web: www.infoedge.in; Email: investors@naukri.com

## NOTICE

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of Info Edge (India) Ltd. will be held at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003, on Tuesday, the August 13, 2019 at 4:30 P.M., to transact the following business(es):-

### ORDINARY BUSINESS(ES):-

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the year ended on March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the year ended on March 31, 2019 and the Report of the Auditors thereon.
2. To declare a final dividend of ₹2.00/- per equity share of ₹10/- each fully paid up, and to confirm the two interim dividends of ₹2.50/- per equity share & ₹1.50/- per equity share of ₹10/- each fully paid up, already paid, for the year ended March 31, 2019.
3. To appoint a Director in place of Mr. Kapil Kapoor (DIN: 00178966), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Branch Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), as an Ordinary Resolution:

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

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

### SPECIAL BUSINESS(ES):

5. **To re-appoint Mr. Chintan Thakkar as a Whole-time Director to be designated as Whole-time Director & CFO of the Company.**

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

“RESOLVED that pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to re-appoint Mr. Chintan Thakkar (DIN: 00678173), as a Whole-time Director, liable to retire by rotation, to be designated as Whole-time Director & Chief Financial Officer of the Company for the further term of 5 (five) years i.e. from October 16, 2019 to October 15, 2024 from the expiry of his present term, at such remuneration and upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Section 197 read with Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Thakkar.

RESOLVED FURTHER THAT the remuneration payable to Mr. Chintan Thakkar, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. **To re-appoint Mr. Sharad Malik as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sharad Malik (DIN: 07045964), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on July 27, 2015, and who holds office of Independent Director up to December 15, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of upto 5 (five) consecutive years on the Board of the Company effective from December 16, 2019 to December 15, 2024.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

7. **To appoint Ms. Geeta Mathur as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Additional Director of the Company w. e. f. May 28, 2019, to be designated as Independent Director, and whose term of office expires at the Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by

rotation and to hold office for a term of upto 5 (five) consecutive years on the Board of the Company effective from May 28, 2019 to May 27, 2024.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

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

Place: Noida  
Date: May 28, 2019

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

**NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) who are holding, in the aggregate, not more than 10 (ten) percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.**

**The instrument of Proxy as attached with the notice, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT (48) HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.**

**Proxy holder shall carry his/her valid identity proof (Driving License, Voter ID Card, Passport, PAN card) in order to prove his/her identity.**

2. The Register of Members and Share Transfer Books shall remain closed from August 7, 2019 to August 13, 2019 (both days inclusive).
3. Final dividend of ₹2.00/- per equity share fully paid up has been recommended by the Board of Directors for the year ended March 31, 2019 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and after August 19, 2019. Two Interim dividends at the rate of ₹2.50/- per equity share and ₹1.50/- per equity share fully paid up for the year ended March 31, 2019 were paid on November 19, 2018 and February 14, 2019 respectively.
4. Please bring your copy of the annual report to the meeting as the Company would not provide, as a measure of austerity, any copy at the venue of the AGM.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance slip and route map showing prominent land mark for easy location is annexed to the notice.
7. All documents referred to in the notice along with Register of Directors and Key Managerial Personnel & Shareholding and Register of Contracts and Arrangements in which directors are interested are open for inspection at the registered office of the Company between 11:00 am to 5:00 pm on any working day prior to the date of the meeting and will also be available at the AGM venue on the date of the meeting.
8. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.
9. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN: 101049W/E300004) were appointed as the Statutory Auditors of the Company in the 22nd Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2021-22 subject to ratification by members at every Annual General Meeting. The Companies (Amendment) Act, 2017, effective May 7, 2018 had done away with the requirement of annual ratification of appointment of Statutory Auditor. However, as a measure of good corporate governance practice, the Company had put the matter before shareholders in the 23<sup>rd</sup> Annual General Meeting for seeking their approval for ratification of appointment of the Statutory Auditors for the Financial Year ended March 31, 2019. Members also affirmed that in accordance with the amended Section 139 of the Companies Act, 2013, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company, shall not require any annual ratification for remaining period of their appointment from the conclusion of Twenty-Fourth Annual General Meeting till the conclusion of Twenty-Seventh Annual General Meeting of the Company. Accordingly, you will notice that the ordinary business item relating to appointment/ratification of the appointment of Auditors is not part of this Notice.
10. Information under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 in respect of Directors seeking appointment/re-appointment at the Annual General Meeting (Item No.3, 5, 6 & 7 of the notice) is given hereinafter.
11. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better services to the members.
12. Members holding shares in physical form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/RTA.
13. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
- a) The change in the residential status on return to India for permanent settlement.
- b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
14. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the "Investor Education and Protection Fund" of the Central Government pursuant to Section 125 of the Companies Act, 2013 (the "Act"), after the respective dates mentioned there against. Kindly note that after such transfer, the members will not be entitled to claim such dividend.

Financial Year Ended	Date on which unpaid dividend become due for transfer
31.03.2012	24.08.2019
31.03.2013	17.08.2020
31.03.2014(I)	17.11.2020
31.03.2014	17.08.2021

Financial Year Ended	Date on which unpaid dividend become due for transfer
31.03.2015(I)	15.11.2021
31.03.2015	26.08.2022
31.03.2016(I)	05.12.2022
31.03.2016(I)(Second)	11.04.2023
31.03.2016	N.A.
31.03.2017(I)	26.11.2023
31.03.2017(I)(Second)	23.03.2024
31.03.2017	20.08.2024
31.03.2018(I)	30.11.2024
31.03.2018(I)(Second)	02.03.2025
31.03.2018	23.08.2025
31.03.2019(I)	29.11.2025
31.03.2019(I)(Second)	28.02.2026

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

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

15. In accordance with the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder as well as Regulation 36 & 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Companies can serve copy of the Annual Report and this Notice, inter-alia, indicating the process and manner of remote e-voting along with attendance slip and proxy form through electronic mode to those members who have registered their e-mail address with the Company or Depository Participant, unless a member has requested for a hard copy of the same. For members, who have not registered their e-mail addresses, physical copies of the Annual Report and this Notice inter-alia indicating the process and manner of remote e-voting along with the attendance slip and proxy form will be sent to them in the permitted mode.

The Notice of AGM and the copies of Audited Standalone & Consolidated Financial Statements, Directors' Report, Auditors' Report etc. will also be displayed on the website ([www.infoedge.in](http://www.infoedge.in)) of the Company. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the depository participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA of the Company.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or of staying abroad or demise of any member as soon as possible. Members are also advised not to leave their de-mat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

**18. Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the cut-off date, being Tuesday, August 6, 2019, to exercise their right to vote at the Twenty Fourth Annual General Meeting (AGM) by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting") through the electronic voting service facility arranged by National Securities Depository Limited or through sending duly filled in ballot paper sent alongwith this notice of Annual General Meeting. The facility for voting, through E-voting, will also be made available at the AGM and the member attending the AGM, who have not already cast their votes by Remote e-voting/ballot paper shall be able to exercise their right at the AGM. Members who have cast their votes by Remote e-voting/ballot paper prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Members those who have cast their vote by both modes, vote cast by the ballot shall not be counted.

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

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

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

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

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

How to Log-in to NSDL e-Voting website?	
1.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.
2.	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3.	A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4.	Your User ID details are given below/separately along with the Notice of AGM:

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

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

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

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on "e-Voting". Then, click on "Active Voting Cycles".
- After click on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

**1. Webcast of the AGM:**

The Shareholders are informed that the Company will be providing a facility to view the live streaming of the AGM Webcast on the NSDL website. You may access the same at <https://www.evoting.nsdl.com> by using your remote e-voting credentials. The link will be available in shareholder login where the EVEN of Company will be displayed.

The Webcast facility will be available from 4:30 pm onwards on August 13, 2019.

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

- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- The e-voting period commences on Friday, August 9, 2019 (9:00 am) and ends on Monday, August 12, 2019 (5:00 pm). The voting shall not be allowed beyond the said date and time. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, August 6, 2019, may cast their vote through remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, August 6, 2019. Any person who is not a member as on the record date should treat the notice only for information purpose only.
- The Scrutinizer shall, immediately after the conclusion of the voting at the Twenty Fourth Annual General Meeting first count the votes cast at the Twenty Fourth Annual General Meeting, thereafter, unblock the votes cast through Remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, not later than 2 (two) days of the conclusion of the Twenty Fourth Annual General Meeting, to the Chairman of the Company or any other director/person duly authorized by him in writing, who shall countersign the same & declare the results of the voting forthwith.

19. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company at the Registered Office of the Company not later than Monday, August 12, 2019 (5:00 pm).
- Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 6, 2019 can obtain user-ID & password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [evoting@naukri.com](mailto:evoting@naukri.com). However, if you are already registered with NSDL for Remote e-voting, then you can use your existing user ID & password for casting your vote. You may also request for physical copy of the Ballot Form by sending an e-mail to [investors@naukri.com](mailto:investors@naukri.com) by mentioning your Folio/DP-ID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, August 12, 2019 (5:00 pm). Ballot Forms received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
20. Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, M/s Chandrasekaran Associates, Practicing Company Secretaries failing him Mr. Shashikant Tiwari (Membership No. A28994), Partner, M/s Chandrasekaran Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting process/poll/ ballot form in a fair and transparent manner.
21. The Results shall be declared after the AGM of the Company within 48 hours of conclusion of meeting at the registered office of the Company. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.infoedge.in](http://www.infoedge.in) and on the website of NSDL and communicated to the Stock Exchanges.

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

##### Item No: 5

Mr. Chintan Thakkar was appointed as Executive Director to be designated as Whole-time Director & Chief Financial Officer of the Company for a period of 5 (five) years i.e. from October 16, 2014 to October 15, 2019 at the 20<sup>th</sup> Annual General Meeting of the Company held on July 27, 2015.

The Board of Directors of the Company at its meeting held on May 28, 2019 on the recommendation of Nomination & Remuneration Committee, re-appointed Mr. Chintan Thakkar (DIN:00678173) as the Whole-time Director to be designated as a Whole-time Director & Chief Financial Officer of the Company for a further period of 5 (five) years i.e. October 16, 2019 to October 15, 2024 from the expiry of his present term, at such remuneration and on such terms and conditions as approved by the Nomination & Remuneration Committee as given herein below, subject to the approval of the shareholders at this Annual General Meeting. The brief resume of Mr. Thakkar is available in the Annexure to the Notice and detailed profile is available on the website of the Company at <http://www.infoedge.in/>.

The details of the remuneration paid for financial year 2018-19 and currently payable to Mr. Chintan Thakkar for the financial year 2019-20 and the other terms & conditions of his re-appointment are given below:

1. **Basic Salary:** ₹6,24,877/- per month.
2. **House Rent Allowance:** ₹3,12,439/- per month.
3. **Special Allowance:** ₹4,49,499/- per month
4. **Performance Related Pay and Annual Bonus:**

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

5. **Perquisites:**

Mr. Chintan Thakkar will also be entitled to compensation/perquisites like medical allowance, leave travel allowance, cell phone expenses, Group Mediclaim Insurance, Company Car, Fuel & Maintenance Expenses and Driver's Salary. He would also be entitled to such other perquisites as the Nomination & Remuneration Committee of the Board may approve for discharge of his duties as Whole-time Director and CFO. It is hereby clarified that ESOPs/SARs granted/ to be granted to Mr. Chintan Thakkar, from time to time, shall not be considered as a part of perquisites herein and that the perquisite value of such ESOPs/SARs exercised shall be in addition to the remuneration given herein above.

6. **Other benefits:**

Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule V of the Companies Act, 2013.

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

7. **General Conditions:**

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

Mr. Chintan Thakkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Further he has also confirmed that he is not debarred from holding the office of Director by the virtue of any SEBI order, MCA or any other such authority.

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

Mr. Chintan Thakkar is interested in the resolution set out at item no.5 of the Notice and his relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Chintan Thakkar under Section 190 of the Companies Act, 2013.

The Directors are of the view that the re-appointment of Mr. Thakkar as Whole-time Director to be designated as Whole-time Director & CFO of the Company would be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the resolution set out at item no. 5 of the Notice for approval by the members of the Company.

##### Item No: 6

Mr. Sharad Malik (DIN: 07045964) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the



stock exchanges. He holds office as Independent Director of the Company up to December 15, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Sharad Malik as Independent Director for a second term on the Board of the Company. The performance evaluation of Mr. Sharad Malik was done during each year of his current tenure. Some of the performance indicators based for such evaluation were – attendance in the Board & Committee meetings, quality of participation/preparation, ability to provide leadership, work as team player, commitment to protecting/enhancing interests of all shareholders and contribution in implementation of best governance practices etc. The brief resume of Mr. Sharad Malik is available in the Annexure to the Notice and detailed profile is available on the website of the company at <http://www.infoedge.in/>.

The Board, based on the performance evaluation of Mr. Sharad Malik and as per the recommendation of the Nomination & Remuneration Committee, considers that, given his background, experience and contributions made by him during his first tenure, the continued association of Mr. Sharad Malik would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Board of Directors of the Company at its meeting held on May 28, 2019 on the recommendation of Nomination & Remuneration Committee, approved the re-appointment Mr. Sharad Malik (DIN: 07045964) as an Independent Director of the Company for a second term of upto 5 (five) consecutive years, subject to the approval of the shareholders at this Annual General Meeting.

Mr. Sharad Malik is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

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

The Company has also received declarations from Mr. Sharad Malik that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of the Board, Mr. Sharad Malik fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

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

Copy of draft letter of appointment of Mr. Sharad Malik setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Sharad Malik is interested in the resolution set out at item no. 6 of the Notice and his relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the resolution set out at item no. 6 of the Notice for approval by the members of the Company.

**Item No: 7**

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on May 28, 2019, appointed Ms. Geeta Mathur (DIN: 02139552), as an Additional Director on the Board of the Company to be designated as an Independent Director in accordance with Section 161(1) of the Companies Act, 2013. Ms. Mathur holds office up to the date of the ensuing Annual General Meeting of the Company. Your Board recommends appointment of Ms. Geeta Mathur as an Independent Director of the Company for a term of 5 (five) years, w.e.f. from May 28, 2019 to May 27, 2024 and the term is not liable to retire by rotation. A brief resume of Ms. Geeta Mathur is available in the Annexure to the Notice.

Ms. Geeta Mathur has submitted a declaration to the Company to the effect that she meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Mathur fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive, Independent Director and is independent of the management.

Copy of draft letter of appointment of Ms. Geeta Mathur, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Ms. Mathur has submitted a declaration in prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

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

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

Ms. Geeta Mathur is interested in the resolution set out at item no. 7 of this Notice with regard to her appointment. The relatives of Ms. Geeta Mathur may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the resolution set out at item no. 7 of the Notice for approval by the members of the Company.

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

Place: Noida  
Date: May 28, 2019

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

## Annexure A

### Details of the Directors seeking appointment/ re-appointment in the Annual General Meeting

[Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

(Item No. 3, 5, 6 & 7)

Name of the Director	Kapil Kapoor	Chintan Thakkar	Sharad Malik	Geeta Mathur*
Date of Birth (Age)	06/08/1964 (54)	30/09/1966 (52)	01/12/1963 (55)	21/11/1966 (52)
Date of First Appointment on Board	01/10/2002	16/10/2014	16/12/2014	28/05/2019
Relationship with Director/Manager/ KMP	None	None	None	None
Expertise in Specific Functional Area	Wide Managerial and Strategic Planning experience	Experience in Finance, Consulting and Operations. His experience includes creating innovative business models, JV's, structuring of transactions, M&A integration, fund raising, capital structuring, licensing models and large deals ranging right from software licenses to real estate.	Experience in design methodology and design automation for computing systems.	Wide experience in finance with over 25 years of experience in banking, large corporate treasuries, investor relations and development sector. Specialization in the area of project, corporate and structured finance, treasury, investor relations and strategic planning.
Qualification	Bachelor's degree in Economics from the University of Delhi and a post graduate diploma in business management from IIM, Ahmedabad.	Chartered Accountant	B. Tech. in Electrical Engineering from IIT-Delhi and his M.S. and Ph.D. degrees in Computer Science from the University of California, Berkeley.	Chartered Accountant and has done Graduation from Shri Ram College of Commerce, Delhi University.
Experience / Brief Resume	<p>Mr. Kapoor carries an experience of more than 31 years in different Industries. Mr. Kapoor started his professional career in 1987 with Nestle India Limited. He later worked with Bausch &amp; Lomb, where he was part of the startup team that launched RayBan sunglasses and the Bausch &amp; Lomb vision care range in India. He subsequently went on to manage the overseas marketing territories of Russia, Ukraine and East Africa in addition to the SAARC region. In 1996, Mr. Kapoor relocated to Thailand as the Country Manager for Bausch &amp; Lomb and was promoted to Commercial Director in 1998 with regional responsibility for South East Asia and the SAARC region.</p> <p>Mr. Kapoor has also worked at Timex Group from October 2000 until May 2013 including several assignments before managing worldwide operations as global chief operating officer, Timex Group, USA from October 2009 onwards. Before that Mr. Kapoor was the senior vice president of Asia Pacific Region of Timex Group India Limited and also the chairman of Timex Group India Limited.</p>	<p>He has around three decades of experience in Finance, Consulting and Operations. His experience includes creating innovative business models, joint ventures, structuring of transactions, merger and acquisition integration, fund raising, capital structuring, licensing models and large deals ranging right from software licenses to real estate.</p>	<p>Mr. Malik is the George Van Ness Lothrop Professor of Engineering at Princeton University and the Chair of the Department of Electrical Engineering. Previously he served as the Director of the Keller Center for Innovation in Engineering Education at Princeton University (2006-11) and the Director of the multi-university Gigascale Systems Research Center (2009-12).</p> <p>He has received several research and teaching awards. In 2009, he received the IIT Delhi Distinguished Alumni Award, and in 2019 he received the University of California Berkeley Electrical Engineering and Computer Science Distinguished Alumni Award.</p> <p>He has served on the Technical Advisory Board of several hi-tech companies with successful exits: Flarion Technologies acquired by Qualcomm, Jasper Design Automation acquired by Cadence and Axys Design Automation acquired by ARM.</p>	<p>Ms. Mathur started her career with ICICI Bank, where she worked for over 10 years and represented ICICI Bank as nominee Director of ICICI on the Board of Eicher Motors, SIEL Ltd. and Rollaitainers Ltd. She also has served in various capacities in the large organizations like IBM, DCM Group Emaar MGF.</p> <p>She transitioned to development sector and worked as CFO of Helpage India, one of the largest and oldest national level NPO, working for cause of elderly. She successfully transitioned to an oracle ERP package and introduced effective processes for cashflow management, budgeting etc and was awarded for best presented and transparency in accounts during her tenure.</p> <p>At present she is associated with IPE Global, an international development consulting group providing technical assistance and solutions for equitable development and sustainable growth in developing countries, where she is engaged with them as a financial expert in project with ClIFF and Government of Rajasthan in area of Women and Child nutrition and development. She also serves on advisory board of Saajha, a non-profit enabling greater parental engagement in Governmental schools to improve learning of children.</p>

Name of the Director	Kapil Kapoor	Chintan Thakkar	Sharad Malik	Geeta Mathur*
Board Membership of Other Companies as on March 31, 2019	<ul style="list-style-type: none"> <li>• Niyogin Fintech Limited,</li> <li>• Timex Group PrecisionEngineering Limited, and</li> <li>• International Foundation For Research And Education.</li> </ul>	<ul style="list-style-type: none"> <li>• Makesense Technologies Limited,</li> <li>• Diphda Internet Services Limited,</li> <li>• Startup Investments (Holding) Limited,</li> <li>• Allcheckdeals India Pvt. Limited,</li> <li>• Jeevansathi Internet Services Pvt. Limited,</li> <li>• Interactive Visual Solutions Pvt. Limited,</li> <li>• Smartweb Internet Services Limited,</li> <li>• Startup Internet Services Limited, and</li> <li>• NewInc Internet Services Pvt. Limited</li> </ul>	Nil	<ul style="list-style-type: none"> <li>• JTEKT India Limited,</li> <li>• Schneider Electric Infrastructure Limited,</li> <li>• Motherson Sumi Systems Limited,</li> <li>• IIFL Finance Limited,</li> <li>• NIIT Limited,</li> <li>• Ummeed Housing Finance Private Limited,</li> <li>• India Infoline Finance Limited,</li> <li>• IPE Global Centre For Knowledge and Development,</li> <li>• IIFL Wealth Management Limited,</li> <li>• Sentiss Pharma Private Limited,</li> <li>• Tata Communications Transformation Services Limited,</li> <li>• J.K.Helene Curtis Limited, and</li> <li>• Samvardhana Motherson Automotive Systems Group BV (Foreign Co.)</li> </ul>
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2019	<p><b>Info Edge (India) Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee-Member</li> <li>2. Stakeholders' Relationship Committee-Chairman</li> </ol> <p><b>Niyogin Fintech Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee- Chairman</li> <li>2. Stakeholders' Relationship Committee- Member</li> </ol>	<p><b>Info Edge (India) Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Stakeholders' Relationship Committee- Member</li> <li>2. Corporate Social Responsibility Committee - Member</li> <li>3. Risk Management Committee - Chairman</li> <li>4. Business Responsibility Committee - Chairman</li> <li>5. Committee of Executive Directors - Member</li> </ol>	<p><b>Info Edge (India) Ltd.</b></p> <p>Audit Committee- Member</p>	<p><b>NIIT Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Chairperson</li> <li>2. Corporate Social Responsibility Committee- Chairperson</li> <li>3. Nomination &amp; Remuneration Committee- Member</li> <li>4. Share Allotment Committee- Member</li> </ol> <p><b>JTEKT India Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Member</li> <li>2. Corporate Social Responsibility Committee- Member</li> <li>3. Risk Management Committee- Chairperson</li> </ol> <p><b>Motherson Sumi Systems Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Member</li> <li>2. Nomination &amp; Remuneration Committee- Member</li> <li>3. Risk Management Committee- Member</li> <li>4. Committee of Directors- Member</li> </ol> <p><b>IIFL Finance Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Member</li> <li>2. Nomination &amp; Remuneration Committee- Member</li> <li>3. Risk Management Committee- Member</li> <li>4. Corporate Social Responsibility Committee- Member</li> </ol> <p><b>IIFL Wealth Management Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Chairperson</li> </ol> <p><b>Tata Communication Transformation Services Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Member</li> </ol> <p><b>India Infoline Finance Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Member</li> </ol> <p><b>JK Helene Curtis Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee- Chairperson</li> </ol>



Name of the Director	Kapil Kapoor	Chintan Thakkar	Sharad Malik	Geeta Mathur*
Number of Shares held in the Company as on March 31, 2019	2,576,371 Shares	17,122 Shares	547,160 Shares	Nil
Terms & Conditions of Appointment including remuneration	Mr. Kapil Kapoor is a Non-Executive Director of the Company liable to retire by rotation. He is eligible for receiving sitting fees for attending the Meetings of the Board & Committee thereof, where he is the member/ chairman in accordance with the provisions of the Companies Act.  As a measure of good Corporate Governance Practice, Mr. Kapoor is not paid commission as part of his remuneration, which other Non-Executive Directors are entitled to.	As set out in the Notice	Mr. Malik will be appointed for a second term of upto 5 years as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.	Ms. Mathur will be appointed for a term of upto 5 years as an Independent Director of the Company. The terms & conditions of her appointment including remuneration shall be governed by the Letter of appointment to be issued by the Company.
Remuneration Last Drawn	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance for details.	Please refer Report on Corporate Governance for details.	NA
No. of Board Meetings attended during the year	8 (Eight)	8 (Eight)	8 (Eight)	NA

\* Ms. Geeta Mathur was appointed as an Additional Director w.e.f. May 28, 2019. Therefore, Details set out in the notice relating to her are given as on 28/05/2019.

**infoedge**

**Info Edge (India) Ltd.**

**Regd. Office: GF-12A, 94, Meghdoot Building, New Delhi-110019**

**CIN: L74899DL1995PLC068021, Tel: +91-120-3082000, Fax: +91-120-3082095, Web: [www.infoedge.in](http://www.infoedge.in); Email: [investors@naukri.com](mailto:investors@naukri.com)**

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## ATTENDANCE SLIP

24<sup>th</sup> ANNUAL GENERAL MEETING – August 13, 2019

Registered Folio No./DP ID no./Client ID no.:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of Shares held

--	--	--	--	--	--	--	--	--	--

I certify that I am a member/proxy/authorized representative for the member of the Company.

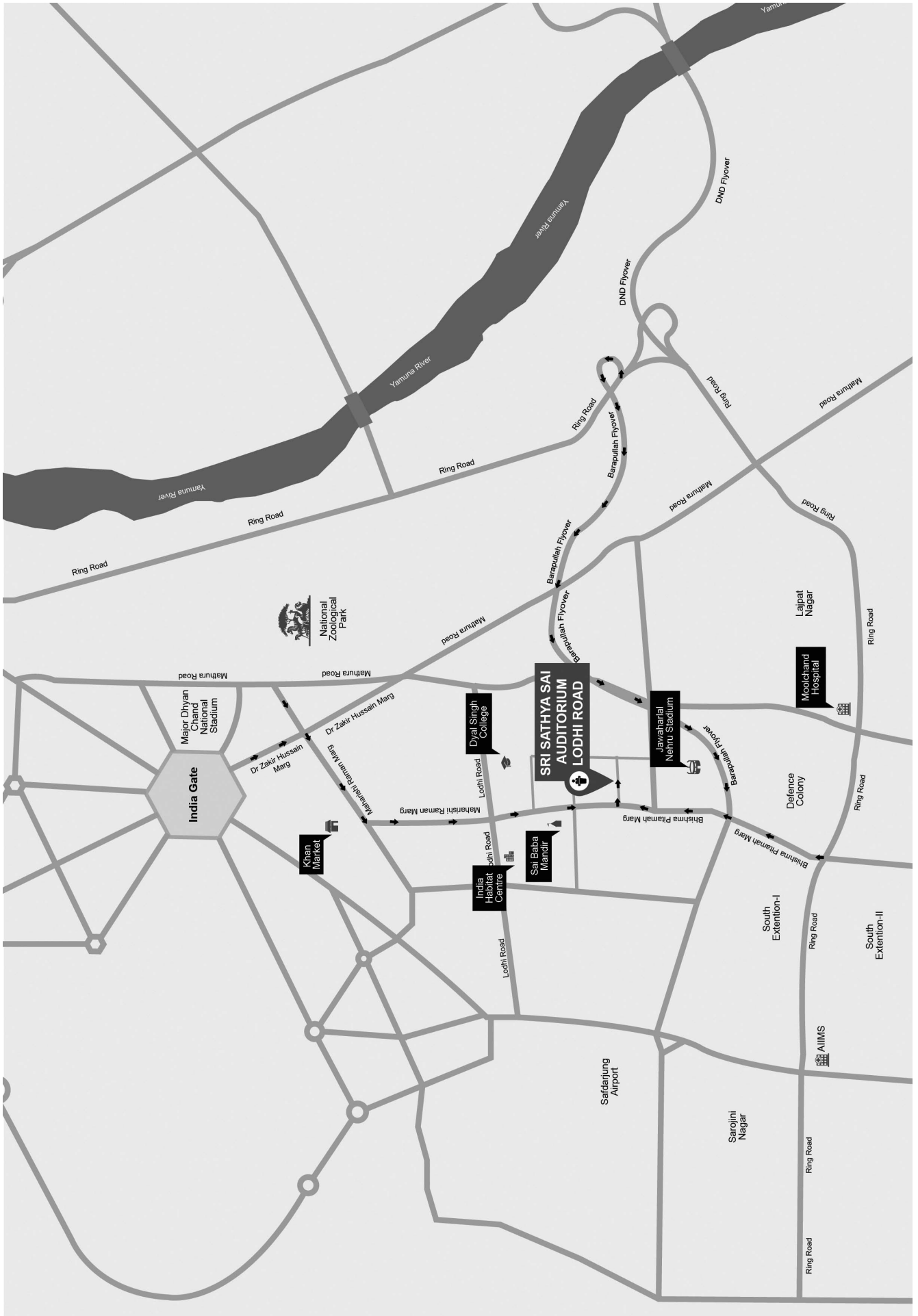
I hereby record my presence at the 24<sup>th</sup> Annual General Meeting of the Company at Sri Sathya Sai International Centre, Bhasham Pitamah Marg, Lodhi Road, New Delhi-110003 on Tuesday, August 13, 2019 at 4:30 pm IST.

\_\_\_\_\_  
Name of the member/proxy/ authorized representative  
(in BLOCK letters)

\_\_\_\_\_  
Signature of the member/proxy

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.*

# ROUTE MAP OF THE AGM VENUE



# Info Edge (India) Ltd.

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FORM NO. MGT-11

## PROXY FORM

<b>Name of the Member (s):</b>
<b>Registered Address:</b>
<b>E-mail ID:</b>
<b>Folio/DP ID-Client ID No.</b>

I/We, being the member(s), holding \_\_\_\_\_ shares of the above named Company hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, August 13, 2019 at 4:30 pm at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business(es):</b>			
1.	Adoption of: a) Audited Standalone Financial Statements of the Company, Report of the Board of Directors and Auditors for the year ended March 31, 2019; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 and the Report of the Auditors' thereon. (Ordinary Resolution)		
2.	Declaration of final dividend of ₹2.00/- per equity share of ₹ 10/- each fully paid up, and to confirm the two interim dividends of ₹2.50/- per equity share of ₹ 10/- each and of ₹1.50/- per equity share of ₹ 10/- each, already paid, for the year ended March 31, 2019. (Ordinary Resolution)		
3.	Appoint a director in place of Mr. Kapil Kapoor (DIN: 00178966), who retires by rotation and being eligible, seeks re-appointment. (Ordinary Resolution)		
4.	Appoint the Branch Auditors of the Company. (Ordinary Resolution)		
<b>Special Business(es):</b>			
5.	Re-appoint Mr. Chintan Thakkar (DIN: 00678173) as a Whole-time Director to be designated as Whole-time Director & CFO of the Company. (Ordinary Resolution)		
6.	Re-appoint Mr. Sharad Malik (DIN: 07045964) as an Independent Director of the Company. (Special Resolution)		
7.	Appoint Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company. (Ordinary Resolution)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

\_\_\_\_\_  
Signature of the member

\_\_\_\_\_  
Signature of the proxy holder(s)

Affix Revenue  
Stamp not less  
than Re. 0.15

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
- \*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.



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### BALLOT FORM

<b>Name of the Member(s):</b>
<b>Registered Address:</b>
<b>E-mail ID:</b>
<b>Folio/DP ID-Client ID No.:</b>

I/We, being the member(s), holding \_\_\_\_\_ shares of the above named Company hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated May 28, 2019 for the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, August 13, 2019 at 4:30 pm at Sri Sathya Sai International Centre, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003 and at any adjournment thereof, as set out below by sending my/our assent or dissent to the said Resolutions by placing the tick ( ✓ ) mark at the appropriate box below (tick in both boxes will render the ballot invalid):

Resolution No.	Resolutions	Optional	
		For	Against
<b>Ordinary Business(es):</b>			
1.	Adoption of: a) Audited Standalone Financial Statements of the Company, Report of the Board of Directors and Auditors for the year ended March 31, 2019; and b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 and the Report of the Auditors' thereon. (Ordinary Resolution)		
2.	Declaration of final dividend of ₹ 2.00/- per equity share of ₹ 10/- each fully paid up, and to confirm the two interim dividends of ₹ 2.50/- per equity share of ₹ 10/- each and of ₹ 1.50/- per equity share of ₹ 10/- each, already paid, for the year ended March 31, 2019. (Ordinary Resolution)		
3.	Appoint a director in place of Mr. Kapil Kapoor (DIN: 00178966), who retires by rotation and being eligible, seeks re-appointment. (Ordinary Resolution)		
4.	Appoint the Branch Auditors of the Company. (Ordinary Resolution)		
<b>Special Business(es):</b>			
5.	Re-appoint Mr. Chintan Thakkar (DIN: 00678173) as a Whole-time Director to be designated as Whole-time Director & CFO of the Company. (Ordinary Resolution)		
6.	Re-appoint Mr. Sharad Malik (DIN: 07045964) as an Independent Director of the Company. (Special Resolution)		
7.	Appoint Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company. (Ordinary Resolution)		

Place:

Date:

\_\_\_\_\_  
Signature of the member

Notes:

- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investors@naukri.com by mentioning their Folio/ DP-ID and Client-ID No.
- Duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, August 12, 2019 (5.00 PM). Ballot Form received after this date will be treated as invalid. A self-addressed postage pre-paid envelope (if posted in India) has been sent along with this ballot form for shareholders to return duly completed ballot form.
- A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of August 6, 2019.
- Please complete all details including details of members(s) in above box before submission. The ballot form should be signed by the member as per specimen signature registered with the Company.
- In case of shares held by companies, trusts, societies etc. the duly completed ballot form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the ballot form.
- The exercise of vote by Ballot is not permitted through proxy.
- There will be only one Ballot form for every folio/Client ID irrespective of the number of joint holders.
- The Scrutinizer's decision on the validity of a Ballot shall be final.
- This Ballot Form is an integral part of the Notice of the Annual General Meeting to be held on Tuesday, August 13, 2019.

# infoedge

**Info Edge (India) Ltd.**

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