infoedge

INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

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

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

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Website: www.infoedge.in, **E-mail**: investors@naukri.com

NOTICE OF POSTAL BALLOT

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

To,

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

Notice is hereby given that the resolutions as set out below are proposed to be passed by the Members of Info Edge (India) Limited (the 'Company') by means of Postal Ballot through Remote E-voting only, pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA'), inter-alia, for conducting Postal Ballot through Remote E-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 (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 on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, as amended from time to time, and other applicable provisions, laws, rules and regulations, if any, for the time being in force. In this regard, the Company has engaged the services of MUFG Intime India Private Limited, Registrar and Share Transfer Agent ('RTA'), as the agency to provide Remote E-voting facility.

The Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice (the 'Notice') is annexed herewith for your consideration and forms an integral part of this Notice. Pursuant to the MCA Circulars and Sections 108 and 110 of the Act and the Rules made thereunder, the Company is sending this Notice along with the Explanatory Statement and Remote E-voting instructions only through electronic mode to all those Members, whose e-mail addresses are registered with the Company/RTA or Depository/ Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, October 9, 2026 ('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 have appointed Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, failing him, Mr. Shashikant Tiwari (Membership No. F11919), Partner, failing him, Mr. Mohit Varshney (Membership No. A60762), Partner, M/s Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot through Remote E-voting process in a fair and transparent manner.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only. Remote E-voting for the Members for exercising their vote will commence from Wednesday, October 14, 2026 (at 9:00 A.M. IST) and will end on Thursday, November 12, 2026 (at 5:00 P.M. IST) (both days inclusive). The details of the procedure to cast the votes through Remote E-voting forms part of the notes to this Notice.

PROPOSED RESOLUTIONS:

1. **Appointment of Mr. Himanshu Agarwal (DIN: 06672915) as a Whole-time Director designated as Whole-time Director and Chief Financial Officer 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 Sections 152, 161(1) and other applicable provisions of the Companies Act, 2013 (the 'Act') and Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Himanshu Agarwal (DIN: 06672915), who was appointed as an Additional Director of the Company, with effect from September 17, 2026, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, and who is eligible for appointment and has consented to act as a Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Act and any other applicable provisions of the Act, the Rules made thereunder and Regulation 17 and other applicable regulations of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, and approval of the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of Mr. Himanshu Agarwal (DIN: 06672915) as the Whole-time Director, designated as the Whole-time Director and Chief Financial Officer of the Company, for a term of 5 (five) consecutive years with effect from September 17, 2026 up to September 16, 2031 (both days inclusive), liable to retire by rotation, on the terms & conditions, including the payment of remuneration, as detailed in the Explanatory Statement annexed hereto, which is hereby approved and sanctioned with authority to the Board of Directors (including any of its committees), to alter and vary the terms & conditions including remuneration of the said appointment, in such manner as may be agreed to between the Board of Directors and Mr. Himanshu Agarwal.

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

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers, herein conferred, to any Committee of Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto."

2. **Appointment of Mr. Naresh Chand Gupta (DIN: 00172311) as a Non-Executive, Independent Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161(1) and other applicable provisions of the Companies Act, 2013 (the 'Act') and Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Naresh Chand Gupta (DIN: 00172311), who was appointed as an Additional Director of the Company, with effect from October 1, 2026, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in

writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 17, 25 and other applicable regulations of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, Mr. Naresh Chand Gupta, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from October 1, 2026 up to September 30, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers, herein conferred, to any Committee of Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto."

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

Sd/-
Jaya Bhatia
Company Secretary & Compliance Officer
Membership No. A33211

Place: Noida
Date: September 14, 2026

NOTES FOR MEMBER'S ATTENTION:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act and Rules 20 and 22 of the Rules, setting out all material facts relating to Item Nos. 1 & 2 of this Notice is annexed herewith. Further, information under Regulation 36(3) of the Listing Regulations and SS-2 in respect of Director(s) seeking appointment (Item Nos. 1 & 2) is given in Annexure A to this Notice.
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/DP, in accordance with the process specified herein below at point no. 13, for procuring user id and password, and registration of e-mail addresses for Remote E-voting for the resolutions as 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 open for the Members for exercising their votes from Wednesday, October 14, 2026 (at 9:00 A.M. IST) and closes on Thursday, November 12, 2026 (at 5:00 P.M. IST) (both days inclusive) and the Remote E-voting will be disabled thereafter. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on Friday, October 9, 2026 ('Cut-off date'), may cast their vote electronically only. 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. Friday, October 9, 2026. 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. The right to vote in this Postal Ballot cannot be exercised through proxy. Further, Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a 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 shashikant@cacsindia.com with a copy marked to enotices@in.mpms.mufg.com.

6. Members may note that this Notice will also be available on Company's website (www.infoedge.in), Stock Exchanges' websites (www.bseindia.com and www.nseindia.com) and RTA's website (https://instavote.linkintime.co.in).

7. Members, whose KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.) or e-mail address is not registered/updated with the Company or with their respective DPs, and who wish to receive the Notice, and all other future communications sent by the Company from time to time, can get their KYC details and e-mail address registered/updated by following the steps given in this Notice. It is clarified that if a Member fails to provide or update the relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.

8. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection in electronic mode during business hours on a working day, up to the last day of Remote E-voting, i.e. Thursday, November 12, 2026. Members can inspect the same by writing an e-mail to the Company at investors@naukri.com.

9. As required by Rule 20 and Rule 22 of the Rules, read with the MCA Circulars, SS-2 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. Hindi).

10. 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, and submit the same 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.

11. 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 equity shares of the Company are listed. Additionally, the results will also be displayed on the Company's website viz. www.infoedge.in and on website of RTA viz. https://instavote.linkintime.co.in.

12. The resolutions proposed in this Notice, if passed by requisite votes, shall be deemed to have been passed on the last date of Remote E-voting i.e. Thursday, November 12, 2026. The Resolutions, 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.

13. 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 Remote electronic voting (the 'Remote E-voting') facility arranged by the Company's RTA.

Remote E-voting Instructions for Member

In terms of SEBI Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email Id correctly in their demat accounts to access E-voting facility.

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

Individual Members holding securities in demat mode with NSDL

METHOD 1 – NSDL OTP based login

a) Visit URL: eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8-character DP ID, 8-digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/mobile number and click on login.

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.

METHOD 2 – Individual Members registered with NSDL IDeAS facility

Members who have registered for NSDL IDeAS facility:

a) Visit URL: eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification Code & Click on "Log-in".

c) Post successful authentication, you will be able to see E-voting services under Value added services. Click on "Access to E-voting" under Remote E-voting services.

d) Click on "MUFG InTime" or "E-voting 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

Members who have not registered for NSDL IDeAS facility:

a) To register, visit URL: eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile number, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account/generate 'OTP'.

d) Post successful registration, user will be provided with Login ID and password.

e) 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.

f) 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 3 - Individual Members directly visiting the E-voting website of NSDL

a) Visit URL: www.evoting.nsdl.com.

b) Click on the "Login" tab available under '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 & click on "Login".

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 Members holding securities in demat mode with CDSL

METHOD 1 – CDSL E-voting Page

a) Visit URL: https://www.cdslindia.com.

b) Go to E-voting tab.

c) Enter 16-digit 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) Post successful authentication, user will be able to see E-voting option. The evoting option will have links of E-voting service providers i.e., MUFG InTime. 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 1 – CDSL Easi/Easiest facility:

Individual Members registered with CDSL Easi/Easiest facility

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

a) Visit URL: web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on "Login" and select "My Easi New (Token)".

c) Login with existing myEasi username and password.

d) After successful login, user will be able to see E-voting option. The E-voting 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

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

a) To register, visit URL: web.cdslindia.com/myeasitoken/Registration/EasiRegistration / 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.

Individual Members holding securities in Demat mode (Login through Depository Participant)

Individual Members 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 "E-voting 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 Members holding securities in physical mode/Non-Individual Members holding securities in Demat mode

Members holding shares in physical mode/Non-Individual Members holding securities in Demat mode as on the cut-off date for E-voting may register for InstaVote as under:

Members who have not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.in.mpms.mufg.com/.

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.

Members holding shares in physical form – User ID is Event Number + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN).

(Members 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.

Members holding shares in **NSDL form, shall provide 'D' above.*

***Members 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).

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

Guidelines for Institutional Members ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian/Corporate Body/Mutual Fund

a) Visit URL: instavote.linkintime.co.in

b) Click on **"Sign Up"** under "Custodian/Corporate Body/Mutual Fund".

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

a) Visit URL: 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 DP ID 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 Member can vote by two methods, during the Remote E-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: 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: 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: Members holding securities in physical mode/Non-Individual Members holding securities in demat mode:

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

Individual Members holding securities in demat mode:

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 or 1800 22 55 33

Forgot Password:

Members holding securities in physical mode/Non-Individual Members holding securities in Demat mode:

In case, Individual Members holding securities in physical mode/Non-Individual Members holding securities in Demat mode have forgotten the USER ID [Login ID] or Password or both then the Member can use the "Forgot Password" option available on: 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 Members have a valid email address, Password will be sent to his / her registered e-mail address. Members 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.

Members holding shares in physical form – User ID is Event Number + 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 Member can use the "Forgot Password" option available on: 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 Members have a valid email address, Password will be sent to his/her registered e-mail address. Members 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 Members holding securities in demat mode with NSDL/CDSL has forgotten the password:

In case, Individual Members holding securities in Demat mode have forgotten the USER ID [Login ID] or Password or both, then the Members 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 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, Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process for registration of e-mail by the Members:

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 Members 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 Members 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 Members 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 RTA by submitting Form ISR-1 and ISR-2 along with relevant documents with the Company's RTA which are available on their website at in.mpms.mufg.com → Resources →Downloads →KYC → Formats for KYC and on the website of the Company at: www.infoedge.in/InvestorRelations/Investor_Services_CS. To know more about registration process, please visit the website of RTA at web.in.mpms.mufg.com/KYC/index.html.

Registration of e-mail address by Members holding shares in dematerialized form:

The Members of the Company holding Equity Shares of the Company in dematerialized form are requested to register their e-mail address with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DPs/RTA to enable servicing of communication and documents electronically.

Registering e-mail addresses will help in better communication between the Company and the Member and will reduce use of paper, thereby contributing towards green environment.

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

The following Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, sets out the material facts relating to the proposed resolutions mentioned in the accompanying Notice dated September 14, 2026.

Item No. 1:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ('NRC') and Audit Committee of the Company, at its meeting held on June 26, 2026, appointed Mr. Himanshu Agarwal (DIN: 06672915) as the Chief Financial Officer (Key Managerial Personnel) of the Company w.e.f. September 17, 2026 and as an Additional Director of the Company designated as Whole-time Director and Chief Financial Officer of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years i.e. w.e.f. September 17, 2026 to September 16, 2031 (both days inclusive), subject to the approval of Members and other applicable statutory approvals, if any.

Further, on the basis of the recommendation of the NRC of the Company, the Board of Directors in its meetings held on June 26, 2026 and August 10, 2026, had approved the terms and conditions of the appointment of Mr. Himanshu Agarwal as Whole-time Director and Chief Financial Officer of the Company, subject to the approval of Members, including remuneration, as set out below:

A. Fixed Pay (Including Basic Salary, House Rent Allowance (HRA), Special Allowance, or any other cash allowances of similar nature):

In the scale of INR 3.5 million to INR 8.54 million per month, which may be increased from time to time by the Board based on the recommendation of the NRC, within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013 ('the Act'), as amended from time to time. While determining the increments, the Board will consider the Company's and individual's performance; general increases recommended for the other executives, the business context, inflation and market benchmarking.

B. Variable Pay:

Variable Pay shall not exceed 60% of the Fixed pay for any financial year, which shall be decided by the Board, based on the recommendation of NRC. The Variable Pay is linked to achievement of performance criteria approved by the Board or NRC. Such component shall be paid in consultation with the NRC at the end of the financial year or any other period, after considering the actual performance against the criteria and is subject to limits approved by the Members of the Company.

The indicative performance criteria includes:

- Financial parameters: growth in the billings/revenue/market capitalization, EBITDA margin, operating cash flow, strategic and financial investments, mergers & acquisitions and any other criteria as may be determined by the Board or NRC; and
- Non-financial parameters: maintaining good corporate governance practices, engaging and motivating high performing talent across organization, sustainability, engaging with Board and its committees and any other criteria as may be decided by the Board or NRC.

C. Perquisites:

In addition to Fixed Pay and Variable Pay, Mr. Himanshu Agarwal will be entitled to compensation/perquisites like cars with services of driver, group medical insurance, medical reimbursements, leave travel allowance, telephone/ internet/fax at residence, cell phone expenses, club fee, health & personal accident insurance, Keyman insurance and such other perquisites as decided/approved by the Board or the NRC, subject to a ceiling of 15% of the Fixed Pay.

D. Stock Options:

Mr. Himanshu Agarwal will also be entitled for such number of stock options as may be granted under any ESOP Scheme of the Company with the prior approval of the NRC or the Board. The maximum options granted in any financial year shall not exceed the limit specified in the ESOP Scheme of the Company. The criteria for grant

of ESOPs may include parameters such as the tenure or length of service with the Company or its subsidiaries, role, seniority, grade, responsibilities, contribution and individual performance, and such other criteria as may be determined by the NRC or the Board in accordance with the ESOP Scheme.

The ESOPs may vest over such period and in such manner, and subject to such terms and conditions of the respective grant, as may be determined from time to time by the NRC or the Board, including performance criteria and/or other conditions or parameters as may be considered appropriate, in accordance with the ESOP Scheme.

E. Other Benefits & Retirals:

Mr. Himanshu Agarwal shall also be entitled to Company's contribution to Provident Fund/Superannuation Fund, Gratuity paid at the end of the tenure and encashment of leaves as per the rules prevailing in the Company. Payment of Gratuity shall be in accordance with the provisions of the Code on Social Security, 2020, or any other law for the time being in force, subject to the maximum limit prescribed thereunder, as may be amended from time to time.

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

Mr. Himanshu Agarwal shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties, and such reimbursement will not form part of his remuneration.

F. General Conditions:

Mr. Himanshu Agarwal will be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees and as amended from time to time by the NRC or the Board, within the overall limits prescribed under Schedule V and other relevant provisions of the Act.

In addition to the aforesaid remuneration, Mr. Himanshu Agarwal shall be entitled to a one-time Joining Bonus of INR 5 Million, payable upon completion of one month of service, and a one-time Special Bonus of INR 5 Million, payable upon completion of 12 months of continuous service with the Company. In the event of his voluntary resignation within two years from the date of joining, both the Joining Bonus and the Special Bonus shall be recoverable by the Company in accordance with the terms of his employment.

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

The appointment of Mr. Himanshu Agarwal may be terminated by either party by giving 90 (ninety) days' prior written notice or payment of remuneration in lieu thereof, in accordance with the terms of his employment.

Mr. Himanshu Agarwal shall not receive any remuneration or sitting fees from any wholly-owned subsidiary companies of the Company where he may be appointed as a Board Member.

In determining the remuneration payable to Mr. Himanshu Agarwal, the Company undertook a comprehensive benchmarking exercise through a reputed global leadership advisory and executive search firm. The exercise involved an evaluation of the remuneration structures of comparable companies of a similar scale, size and complexity, taking into account fixed and variable pay, benefits and other components of total remuneration.

Based on the benchmarking exercise and having regard to the roles and responsibilities of the office, the qualifications, experience and expertise of Mr. Himanshu Agarwal, and prevailing industry practices, the proposed remuneration has been structured to be competitive and commensurate with the responsibilities entrusted to him. The remuneration is intended to enable the Company to attract, retain and motivate high-calibre talent while aligning executive compensation with the long-term interests of the Company and its Members. The proposed remuneration is also in accordance with the Remuneration Policy of the Company.

Requisite information/disclosure including brief profile/experience, etc. of the appointee as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India are

available in Annexure-A to the Notice and detailed profile is available on the website of the Company at www.infoedge.in/About/BoardOfDirectors.

In the opinion of the Board, Mr. Himanshu Agarwal possesses the requisite financial expertise, experience and skills for discharging the duties and responsibilities of the office of Whole-time Director and Chief Financial Officer. The Board is of the view that his appointment as Whole-time Director and Chief Financial Officer of the Company is in the interests of the Company.

The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Himanshu Agarwal (i) consent in writing to act as a Director in Form DIR-2 pursuant to Section 152 of the Act read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Section 164 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director. Mr. Himanshu Agarwal has also confirmed that he is not debarred from holding the office of Director by virtue of any order of SEBI, the MCA or any other such authority.

Further, Mr. Himanshu Agarwal has confirmed that he satisfies all the conditions set out in Part-I of Schedule V to the Act, as well as conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

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

The Directors are of the view that the appointment of Mr. Himanshu Agarwal as Whole-time Director designated as Whole-time Director and Chief Financial Officer 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. 1 of the Notice for approval by the Members of the Company as an Ordinary Resolution.

Mr. Himanshu Agarwal is interested in the resolution set out at Item no. 1 of the Notice with regard to his appointment and his relatives may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 2

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on September 14, 2026, appointed Mr. Naresh Chand Gupta (DIN: 00172311), as an Additional Director (Non-Executive Independent Director) on the Board of the Company w.e.f. October 1, 2026, in accordance with Section 161(1) of the Companies Act, 2013 (the 'Act') for a term of 5 (five) consecutive years, w.e.f. October 1, 2026 to September 30, 2031 (both days inclusive), not liable to retire by rotation, subject to approval of the Members by way of a Special Resolution.

Pursuant to the provisions of the Act, Mr. Naresh Chand Gupta was appointed as an Independent Director of the Company for his first term from April 1, 2014 to March 31, 2019 and was re-appointed as an Independent Director for a second term of four consecutive years from April 1, 2019 to March 31, 2023. Upon completion of his second term as Independent Director, Mr. Naresh Chand Gupta continued on the Board as a Non-Executive Non-Independent Director from April 1, 2023 to August 12, 2023. Mr. Naresh Chand Gupta has thereafter completed the applicable three-year cooling-off period prescribed under Section 149(11) of the Act, following his cessation as Director of the Company and is eligible to be appointed as Independent Director on the Board.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Naresh Chand Gupta for the office of Director of the Company. The Company has also received from Mr. Naresh Chand Gupta (i) consent in writing to act as a Director in Form DIR-2 pursuant to Section 152 of the Act read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of of Section 164 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order of SEBI, the MCA or any other such authority.

Mr. Naresh Chand Gupta has also submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act along with the Rules made thereunder and provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). Further, Mr. Naresh Chand Gupta has confirmed that in terms of Regulation 25(8) of the Listing Regulations, he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence as an Independent Director of the Company.

Mr. Naresh Chand Gupta has also confirmed his compliance with the provisions of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that Mr. Naresh Chand Gupta's skills, expertise, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that Mr. Naresh Chand Gupta is eligible for appointment as a Non-Executive, Independent Director. The Board is satisfied that the appointment of Mr. Naresh Chand Gupta is justified due to the following reasons:

- Extensive leadership and business management experience, including senior leadership roles with leading organisations.
- Strong expertise in technology and artificial intelligence.
- Significant experience as an independent director on the boards of reputed companies with a strong understanding of corporate governance, regulatory requirements and board processes.
- Distinguished experience in fund management, investments and business strategy.

In the opinion of the Board, Mr. Naresh Chand Gupta is a person of integrity and fulfills the conditions specified under the Act read with Rules made thereunder and the Listing Regulations for his appointment as a Non-Executive, Independent Director of the Company, and is independent of the Management. The Board is of the view that his rich strategic, technological and governance experience and expertise will immensely benefit the Company and recommends his appointment as a Non-Executive, Independent Director.

Requisite information/disclosure including brief profile/experience etc. of the appointee as required under Regulation 36 of the Listing Regulations read with Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India are available in Annexure-A to the Notice and detailed profile is available on the website of the Company at www.infoedge.in/About/BoardOfDirectors.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company at https://www.infoedge.in/pdfs/Terms-Conditions-Appointment-IDs.pdf and are available for inspection.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the Members of the Company as a Special Resolution.

Mr. Naresh Chand Gupta is interested in the resolution set out at Item No. 2 of this Notice with regard to his appointment. The relatives of Mr. Naresh Chand Gupta may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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: September 14, 2026

Annexure A

Details of the Directors seeking appointment through this Postal Ballot

[Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Item nos. 1 & 2

Name of the Director	Mr. Himanshu Agarwal	Mr. Naresh Chand Gupta
Director Identification Number (DIN)	06672915	00172311
Designation	Whole-time Director and Chief Financial Officer	Non-Executive, Independent Director
Date of Birth (Age in years)	November 26, 1970 (55)	September 20, 1966 (60)
Nationality	Indian	Indian
Date of First Appointment on Board	September 17, 2026	October 1, 2026
Qualification	Mr. Himanshu Agarwal is a Chartered Accountant, Company Secretary and Cost and Management Accountant.	Mr. Naresh Chand Gupta holds a bachelor's degree in technology (computer science and engineering) from Indian Institute of Technology, Kanpur, Uttar Pradesh and a master's degree in science from University of Maryland, Maryland. He also holds a doctor of philosophy degree from University of Maryland, Maryland.
Experience and expertise in Specific Functional Area	Mr. Himanshu Agarwal has extensive experience in finance leadership, corporate governance, mergers and acquisitions, and business transformation.	Mr. Naresh Chand Gupta has extensive experience in leadership roles, business management, technology & fund management. Mr. Gupta is also a computer science expert in the areas of shape, motion, image understanding and AI research.
Brief Profile	Mr. Himanshu Agarwal has over three decades of experience in finance leadership, corporate governance, mergers and acquisitions, and business transformation across listed organisations in India and internationally. Mr. Agarwal has held senior finance leadership positions at ICI India Limited, AstraZeneca Pharma India Limited, AkzoNobel India Limited (where he also served as Whole Time Director), Huhtamaki Oyj (Flexible Packaging Division), Bennett, Coleman and Co. Limited (Times Group), and has also served as Whole-time Director and Chief Financial Officer of Cohance Lifesciences Limited. Mr. Agarwal has been recognised for his contributions to the finance profession, including being conferred the Best CFO Award by the Institute of Chartered Accountants of India and being recognised among the Top 100 India CFOs by the CFO Institute.	Mr. Naresh Chand Gupta is a designated partner in Accuracap Technologies LLP, chief scientist in Accuracap Consultancy Services Private Limited, and serves as an independent director on the board of eClerx Services Limited and NoPaperForms Solutions Limited. In the past, he has held the position of managing director in Adobe Systems India Private Limited and served as an independent director on the board of Affle (India) Limited (presently known as Affle 3i Limited). He has also served as an independent director on the board of the Company till March 31, 2023. He has extensive experience in the field of leadership, business management, technology & fund management.
Skills and capabilities required for the role and the manner in which Director meets such requirements	NA. Applicable only for Independent Directors.	Please refer the Explanatory Statement.

Name of the Director	Mr. Himanshu Agarwal	Mr. Naresh Chand Gupta
Terms & Conditions of appointment including remuneration sought to be paid	Appointment as the Whole-time Director, designated as Whole-time Director and Chief Financial Officer, for a period of 5 (five) consecutive years effective from September 17, 2026 to September 16, 2031 (both days inclusive). For remuneration details, refer Notice and Explanatory Statement.	Appointment as an Independent Director for a period of 5 (five) consecutive years effective from October 1, 2026 up to September 30, 2031 (both days inclusive). The terms & conditions of his appointment including remuneration shall be governed by the letter of appointment. Mr. Gupta shall be eligible to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings and such commission as approved by the Members in their meeting held on August 25, 2025 or as may be determined by the Board/Members from time to time, in line with the Company's Remuneration Policy.
Remuneration Last Drawn	Not Applicable	Not Applicable
Relationship with other Directors/Manager/KMP	None	None
No. of Shares held in the Company including shareholding as a beneficial owner as on date of this Notice	Nil	Nil
No. of Board Meetings attended during FY27	Not Applicable	Not Applicable
Chairmanship/ membership of the Committee(s) of the Board of the Company as on the date of this Notice	Not Applicable	Not Applicable
Other board membership as on the date of this Notice	None	**Listed Company** • EClerx Services Limited - Independent Director **Unlisted Company** • NoPaperForms Solutions Limited - Independent Director
Chairmanship/ membership of Committee(s) of the other boards as on the date of this Notice	None	**EClerx Services Limited** 1. Stakeholders' Relationship Committee - Chairman 2. Nomination and Remuneration Committee - Member 3. Risk Management Committee - Member 4. Corporate Social Responsibility and Environment Social & Governance Committee - Member **NoPaperForms Solutions Limited** 1. Audit Committee - Member 2. Nomination and Remuneration Committee - Chairman 3. Risk Management Committee - Member
Listed entities from which the person has resigned in the past three years	Cohance Lifesciences Limited	None