

August 26, 2023

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

**Sub.: Proceedings of 28<sup>th</sup> Annual General Meeting of Info Edge (India) Ltd.**

Dear Sir/ Madam,

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), this is to inform you that the 28<sup>th</sup> Annual General Meeting (AGM) of the Company was held on August 25, 2023 at 05:30 P.M. (IST) through video conferencing (VC)/other audio visual means (OAVM) facility provided by National Securities Depository Ltd. (NSDL). The AGM was held in compliance with relevant circulars issued by the Ministry of Corporate Affairs (MCA) and other applicable Circulars issued by the Securities and Exchange Board of India (SEBI), from time to time and other applicable provisions of the Companies Act, 2013 (the Act) read with rules made thereunder.

The Summary of the Proceedings of the AGM is as given below:

1. The Moderator of the AGM providing the VC/OAVM platform through NSDL for convening the virtual AGM apprised the members that the proceedings of the Meeting are being recorded and the Members will be on mute during the meeting. After the announcement, the Moderator handed over the proceedings to Ms. Jaya Bhatia, Company Secretary and Compliance Officer of the Company.
2. The Company Secretary welcomed the Chairman and Board of Directors present in the AGM through VC/OAVM. Thereafter, she requested Mr. Kapil Kapoor-the Chairman of the Company & Chairman of the Stakeholders' Relationship Committee, to take the proceedings further.
3. The Chairman welcomed the fellow Board members, shareholders and other stakeholders and dignitaries present in the AGM. He also apprised the Members present that pursuant to Circulars issued by the MCA and SEBI, the AGM is being conducted through VC/OAVM.
4. Upon requisite quorum being present, the Chairman called the meeting to order.
5. The Chairman introduced the Directors participating in the AGM through VC/OAVM facility and confirmed the presence of Mr. Sanjeev Bikhchandani-Founder & Executive Vice-Chairman participating from Noida, Mr. Hitesh Oberoi-Co-Promoter, Managing Director & Chief Executive Officer participating from Noida, Mr. Chintan Thakkar-Whole-time Director & Chief Financial Officer participating from Noida, Mr. Pawan Goyal-Whole-time Director participating from Noida, Ms. Geeta Mathur-Independent Director and Chairperson of the Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee participating from New Delhi, Mr. Sharad Malik-Independent Director and Chairman of Nomination & Remuneration Committee participating from Princeton, USA, Ms. Aruna Sundararajan- Independent Director participating from Trivandrum, Mr. Arindam Kumar Bhattacharya- Independent Director participating from London and Mr. Sanjiv Sachar-Additional Independent Director participating from Gurugram.
6. The Chairman also informed the Members that Mr. Ashish Gupta-Independent Director could not participate in the AGM due to prior commitments and has sought leave of absence. Further, the Chairman also confirmed the presence of representatives of the Statutory Auditors and the Secretarial Auditors at the meeting through VC/OAVM in compliance with the requirements of the Secretarial Standard-2 on General Meeting. He also informed that the other Key executives of the Company are also attending the meeting.

7. Thereafter, the Chairman requested the Company Secretary to read the arrangements made for the Members at the 28<sup>th</sup> AGM.
8. The Company Secretary announced general instructions regarding participating in the meeting and informed the Members that the proceedings of the meeting are being web casted live for all the shareholders of the Company. She also informed that the proceedings of the meeting shall be deemed to have been conducted at the registered office of the Company.
9. The Company Secretary also informed that the register of directors and key managerial personnel, the register of contracts or arrangements and all other documents as referred in the AGM Notice, were open for inspection electronically during the AGM. She further informed that proxy register was not available for inspection as the facility for appointment of proxies was not applicable.
10. The Company Secretary also informed that few members have registered themselves as speakers at the meeting and they may express their views once the Chairman opens the floor for questions and answers. She also informed that the Company reserves right to limit the members asking questions depending on the availability of the time at the meeting.
11. The Company Secretary further informed that the recorded video of the proceedings of the AGM would be available on the website of the Company and NSDL and the transcript of the AGM shall also be uploaded on the website of the Company.
12. The Chairman announced that the Company has taken all the feasible efforts to enable the Members to participate and vote on the items being considered at the meeting. The Chairman then presented key highlights of the performance of the Company for FY23 with his speech.
13. The Chairman further informed that the Notice of the 28<sup>th</sup> AGM and the Annual report was sent by electronic mode to all those members whose e-mail addresses are registered with the Company or with the Depositories and the said documents are also available on the website of the Company. The Notice of AGM and the Directors' Report were taken as read by the Members of the Company. He also informed the Members that the Auditors' Report and the Secretarial Auditors' Report do not contain any qualification, reservation or adverse remark and the said reports were also taken as read.
14. The Chairman informed the members that the Company had provided the Members the facility to cast their votes electronically (persons who were Members of the Company on August 18, 2023, being cut-off date) on the resolutions set forth in the Notice of AGM during the period from Monday, August 21, 2023, 09:00 A.M. (IST) to Thursday, August 24, 2023, 05:00 P.M. (IST) as per provisions of the Act read with the Rules framed thereunder. Further, in terms of the Act and LODR, Members attending the AGM who did not have access to Remote E-voting facility were also given the facility to cast their vote electronically at the meeting. The Members were also informed that there would be no voting by show of hands.
15. The Chairman then took up each item set out in the Notice of AGM individually (as given below) and invited shareholders, who had registered themselves in advance for speaking at the AGM, for asking any questions after all items were taken up.

Resolutions	Type of Resolution
<b>Ordinary Business(es):</b>	
i) Adoption of: a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 and the Report of the Auditors thereon.	Ordinary
ii) Declaration of final dividend of Rs. 9/- per equity share of Rs. 10/-each and confirmation of the interim dividend of Rs.10/- per equity share of Rs. 10/- each, already paid, for the Financial Year 2022-23.	Ordinary
iii) Appointment of a Director in place of Mr. Hitesh Oberoi (DIN: 01189953), who retires by rotation and being eligible, seeks re-appointment.	Ordinary

iv) Appointment of a Director in place of Mr. Chintan Thakkar (DIN: 00678173), who retires by rotation and being eligible, seeks re-appointment.	Ordinary
<b>Special Business(es):</b>	
v) Appointment of Branch Auditors and fix their remuneration.	Ordinary
vi) Appointment of Mr. Sanjiv Sachar (DIN: 02013812) as Director to be designated as an Independent Director of the Company.	Special

16. The Moderator announced the guidelines for the Q/A session and thereafter announced the name of the Members who had registered themselves as speakers, to ask questions at the AGM. Queries raised by the members were addressed by the Chairman and Managing Director & Chief Executive Officer wherever required. Further, Members were also provided the facility to ask questions through a communication box available for online communication and through e-mail id at [investors@naukri.com](mailto:investors@naukri.com), which will be answered within 15 days from the AGM.
17. Members who were present at the meeting and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting through the E-voting system provided by NSDL. The Chairman announced that the E-voting facility is kept open for the next 30 minutes to enable the Members to cast their vote.
18. Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, failing him Mr. Shashikant Tiwari (Membership No. F11919), Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries were appointed as the Scrutinizer for scrutinizing the electronic voting process.
19. The Members were informed that the Results would be declared after receiving the report from the Scrutinizers within the stipulated timeline and shall be simultaneously submitted to the Stock Exchanges (NSE & BSE) and shall be updated on the website of the Company and the website of NSDL.
20. The Chairman also informed that the aforesaid resolutions shall be deemed to be passed on August 25, 2023 subject to receipt of requisite votes.
21. The Chairman thanked the Members for attending the AGM and declared the meeting as closed at 6:50 P.M. (IST).

This is for your information and records.

Thanking You,

Yours Sincerely,  
**For Info Edge (India) Ltd.**

**Chintan Thakkar**  
**Whole-time Director & CFO**