



Date: July 28, 2020

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

Subject: Results of Postal Ballot & Remote E-voting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")

Dear Sir/Madam,

This is in reference to our letter dated June 26, 2020, wherein we enclosed the Notice of Postal Ballot along with the explanatory statement annexed thereto, seeking consent of the members by way of Special Resolution vide Postal Ballot through Remote e-voting with respect to the following business:

- Issuance of Equity Shares through Qualified Institutions Placement

The Company has also informed vide its letter dated June 26, 2020 that in compliance with the provisions of General Circular No 14/2020 dated April 08, 2020 and General Circular No 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 22/2020 dated June 15, 2020 ("MCA Circulars") issued by Ministry of Corporate Affairs and due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company sent Postal Ballot Notice in electronic form only on Friday, June 26, 2020 to all the members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, June 19, 2020, being the cut-off date for that Purpose.

In connection with the above, the Company is pleased to inform that the members of the Company have approved the above mentioned special resolution with requisite majority through remote e-voting postal ballot process as set out in the postal ballot notice.

The approval is deemed to have been received on the last date specified by the Company for E-voting, i.e., Monday, July 27, 2020.

The Scrutinizer's Report is enclosed herewith for your ready reference and the same is also being uploaded on the website of the Company-www.infoedge.in

The summarized voting result of the postal ballot through Remote e-voting in the prescribed format under Regulation 44(3) of LODR are also enclosed herewith.

You are requested to take the same on record.

Thanking you,

For Info Edge (India) Limited,



(MM Jain)
SVP-Secretarial
& Company Secretary

Corporate Office : B-8, Sector - 132, Noida - 201304, Tel.: 0120 - 3082000, Fax : 0120-3082095
EMAIL : webmaster@naukri.com URL : <http://www.infoedge.in> CIN No.: L74899DL1995PLC068021

Regd. Office : Ground Floor, 12A, 94, Meghdoot, Nehru Place, New Delhi-110019

SCRUTINIZERS' REPORT

To,

The Chairman

Info Edge (India) Limited

Ground Floor, GF-12A, 94, Meghdoot,
Nehru Place, New Delhi - 110019

Sub: Scrutinizers' Report on postal ballot - voting by electronic means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution contained in the Notice dated June 22, 2020.

Dear Sir,

I Rupesh Agarwal, Managing Partner of M/s. Chandrasekaran Associates, Practicing Company Secretaries was appointed as Scrutinizer by the Board of Directors of Info Edge (India) Limited ("Company") for scrutinizing the postal ballot - voting by electronic means in respect of passing of the resolution contained in the Notice dated June 22, 2020 ("Notice") in a fair and transparent manner.

We submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 ("MCA Circulars"); and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot - voting by electronic means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes casted by the members for the resolution contained in the Notice, based on the data downloaded from website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. (IST) on Monday, July 27, 2020.
3. The Members of the Company as on the "cut-off date" i.e. Friday, June 19, 2020 were entitled to vote on the proposed resolution to be passed through postal ballot - voting by electronic means as set-out in the Notice of Postal Ballot dated June 22, 2020.
4. The e-voting period remained open from Sunday, June 28, 2020 at 9.00 a.m. (IST) and ended by 5:00 P.M. (IST) on Monday, July 27, 2020, on the designated website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.

5. On Friday, June 26, 2020 the Company has completed the dispatch of Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, June 19, 2020 and whose e-mail IDs were available with the Company, Register and Transfer Agent i.e. Link Intime India Private Limited (RTA) and Depositories. Pursuant to the MCA Circulars, the Company has sent/dispatched the postal ballot notices only through e-mails. The Company has not sent/dispatched the postal ballot notices to those members whose e-mail IDs were not available with the Company, RTA and Depositories. However, the Company has also given an additional option to members to register their e-mail ids with RTA and post successful registration of the email, the shareholder would get soft copy of the postal ballot notice and the procedure for E-voting along with the User ID and the Password to enable e-voting for this Postal Ballot.
6. Due to COVID-19 pandemic and lockdown restrictions, physical ballot could not be dispatched. Further, the Company has also not received any physical ballot form and accordingly, voting done through remote e-voting only was considered for this report.
7. Pursuant to Rule 22(3) of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in Financial Express (National Daily Newspaper) and Jansatta (Daily Newspaper of the State) on June 27, 2020 informing about the completion of dispatch of Postal Ballot notices, to the Members, who have registered their E-mail ids with the Company, RTA or Depositories along with other related matters mentioned therein.
8. We had monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by Link Intime India Private Limited through its designated website.
9. After completion of remote e-voting, votes casted by the Members, were unblocked in the presence of two witnesses Mr. Akash Goyal and Mr. Shashikant Tiwari who are not in the employment of the Company.
10. The particulars of report downloaded from the website of Link Intime India Private Limited have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the RTA and authorizations lodged with the Company.
12. This report is based on vote cast through remote e-voting, which was downloaded from the website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
13. After ascertaining the votes cast by remote e-voting, we hereby submit the result as under:

1. Issuance of Equity Shares through Qualified Institutions Placement (as a Special Resolution):

“RESOLVED THAT pursuant to the applicable provisions of Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the

"Companies Act") and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof including any circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "**SEBI Listing Regulations**"), and the uniform listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**"), where the equity shares of the Company of face value of Rs. 10 each (the "**Equity Shares**") are listed, the applicable provisions of the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, (including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) Foreign Exchange Management (Non-debt Instruments) Rules, 2019, including any amendments, statutory modification(s) and/or re-enactment thereof, of the extant applicable, consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and replaced from time to time and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (the "**SEBI**"), the Stock Exchanges and/or any other governmental/regulatory/statutory authorities in India or abroad, from time to time the ("**Appropriate Authorities**") to the extent applicable including the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (the "**Board**" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board or empowered by the Board to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot such number of Equity Shares to Qualified Institutional Buyers ("**QIBs**"), as defined in SEBI ICDR Regulations, through a Qualified Institutions Placement ("**QIP**"), pursuant to and in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, whether or not such QIBs are members of the Company, on the basis of the placement document(s) and/or other letter or circular, at such time or times in one or more tranche or tranches, for cash, at such price or prices as may be deemed fit, including a discount that may be permitted under the SEBI ICDR Regulations over the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations, such that the total amount to be raised through the issue of Equity Shares in the QIP shall not exceed Rs.1,875 Crore (Rupees One Thousand Eight Hundred and Seventy Five Crore only), to be subscribed to in Indian or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise) /foreign portfolio investors/mutual funds/pension funds/venture capital funds/banks/alternate investment funds/ Indian and/or multilateral financial institutions/ insurance companies and any other category of persons or entities who are authorized to invest in

Equity Shares of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate in consultation with the lead managers and whether or not such investors are members of the Company (collectively called "**Investors**"), to all or any of them, jointly or severally through a placement document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions as may be agreed in consultation with the lead managers including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares shall be made to the exclusion of others, in such manner and where necessary in consultation with the lead managers and/or other advisors or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares to be issued and allotted, fixing of record date or book closure, if required, as may be decided, in each case, subject to the applicable laws."

"RESOLVED FURTHER THAT the issue and allotment of Equity Shares by way of QIP as aforesaid shall be in terms of Chapter VI of the SEBI ICDR Regulations, including:

- i. the allotment of the Equity Shares shall be completed within 365 days from the date of the special resolution of the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- ii. the Equity Shares issued shall rank *pari passu* in all respects including entitlement to dividend and voting rights or otherwise with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- iii. the Equity Shares to be created, offered and issued by way of QIP shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- iv. no partly paid-up Equity Shares shall be issued/allotted;
- v. the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of the Companies Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- vi. it shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (the "**QIP Floor Price**"), provided that the Board may, in consultation with the lead managers, offer such discount as may be permitted under the SEBI ICDR Regulations or other applicable law over the QIP Floor Price or such other discount to the QIP Floor Price as may be permitted under applicable law;
- vii. no single QIB shall be allotted more than 50% of the total issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations; and

- viii. the Equity Shares allotted in the QIP shall not be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforementioned Equity Shares to be allotted by way of the QIP may have such features or attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares and any other manner as permitted from time to time by the SEBI ICDR Regulations and the Company be and is hereby authorized, in its absolute discretion, in such manner, as it may deem fit, to dispose-off such of the Equity Shares that are not subscribed.”

“**RESOLVED FURTHER THAT** the Company be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries as per the SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares by way of the QIP, subject to approval of the shareholders, the Board or any duly constituted committee thereof, including the Committee of Executive Directors or any of the director, or officials be and is hereby authorized and empowered to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining terms and conditions for issuance of Equity Shares by way of the QIP including the number of such Equity Shares that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with the lead managers, legal advisors, depository, custodian, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreement(s) including but not limited to placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	562	102405166
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	0	0
Less:	Number of Members & Votes not exercised	8*	787877*
	No. of Valid Votes Cast	554	101617289

*8(Eight) members who hold 2088794 equity shares in total, partially exercised their voting rights for 1300917 equity shares in favour and not exercised for 787877 equity shares respectively.

Particulars	E-VOTING		% of total number of valid votes cast
	Number of members voted	Votes held by them	
Favour	558	101568541	99.95
Against	4	48748	0.05
Total	562	101617289	100.00

Thanking You,
Yours faithfully.

Countersigned by:
For Info Edge (India) Limited

Rupesh Agarwal
Managing Partner
Membership No.A16302
Certificate of Practice No.5673
UDIN: A016302B000514503

Chairman or Director/Company Secretary
authorized by him

Date: 28.07.2020
Place: Delhi

◉ INFO EDGE ◉
INFO EDGE (INDIA) LTD.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the results of voting are as under:

Date of Postal Ballot	Monday, July 27, 2020
Total number of Shareholders as on record/cut- off date, i.e. June 19, 2020	60,838
No. of Shareholders present in the meeting either in person or proxy	
Promoter and Promoter Group	Not Applicable
Public	
Total	
No. of Shareholders attended the meeting through video conferencing	
Promoter and Promoter Group	Not Applicable
Public	
Total	



Corporate Office : B-8, Sector - 132, Noida - 201304, Tel.: 0120 - 3082000, Fax : 0120-3082095
EMAIL : webmaster@naukri.com URL : <http://www.infoedge.in> CIN No.: L74899DL1995PLC068021

Regd. Office : Ground Floor, 12A, 94, Meghdoot, Nehru Place, New Delhi-110019

Resolution 1								
Resolution Required (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			Issuance of Equity Shares through Qualified Institutions Placement					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	49597546	49597546	100.00	49597546	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49597546	49597546	100.00	49597546	0	100.00
Public-Institutions	E-Voting	60604501	47186023	77.86	47137398	48625	99.90	0.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		60604501	47186023	77.86	47137398	48625	99.90
Public- Non Institutions	E-Voting	12314112	4833720	39.25	4833597	123	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		12314112	4833720	39.25	4833597	123	100.00
Total		122516159	101617289	82.94	101568541	48748	99.95	0.05

