



INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

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

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

Tel: 0120-3082000, **Fax:** 0120-3082095

Website: <http://www.infoedge.in>, **E-mail:** investors@naukri.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the members of Info Edge (India) Ltd. (the Company) will be held on Friday, August 25, 2023 at 05:30 P.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) organized by the Company, to transact the following businesses. The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019 and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses.

ORDINARY BUSINESS(ES):-

1. To receive, consider and adopt:
 - 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.
2. To declare a final dividend of ₹9/- per equity share of ₹10/- each and to confirm the interim dividend of ₹10/- per equity share of ₹10/- each, already paid, for the Financial Year 2022-23.
3. To appoint a Director in place of Mr. Hitesh Oberoi (DIN: 01189953), who retires by rotation, and being eligible, offers himself for re-appointment, by passing the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Hitesh Oberoi (DIN: 01189953), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. To appoint a Director in place of Mr. Chintan Thakkar (DIN: 00678173), who retires by rotation, and being eligible, offers himself for re-appointment, by passing the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Chintan Thakkar (DIN: 00678173), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS(ES):-

5. To appoint Branch Auditors and to fix their remuneration by passing the following Resolution 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 the 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 books of accounts of Branch Office(s) of the Company, whether existing or which may be opened/acquired hereafter, 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 its Committees), be and is 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 and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Mr. Sanjiv Sachar (DIN: 02013812) as Director to be designated as an Independent Director of the Company by passing the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 ('the Act'), and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder and Articles of Association of the Company, Mr. Sanjiv Sachar (DIN: 02013812), who was appointed as an Additional (Non-Executive, Independent) Director of the Company, with effect from July 15, 2023, by the Board of Directors, based on the recommendation of the Nomination & 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 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, Mr. Sanjiv Sachar, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from July 15, 2023 upto July 14, 2028.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, 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
for **Info Edge (India) Ltd.**

Sd/-

Jaya Bhatia

Company Secretary & Compliance Officer

Membership No: A33211

Place: Noida

Date: July 14, 2023

NOTES:

1. Pursuant to the General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 22/2020 dated 15.06.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 10/2021 dated 23.06.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 20/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, Circular No. 2/2022 dated 05.05.2022 and Circular No. 10/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs (MCA)(hereinafter collectively referred as 'the MCA Circulars') and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'the Circulars'), companies are allowed to conduct the AGM through VC or OAVM without the physical presence of members at a common venue. Hence, in compliance with these Circulars, the AGM of the Company is being held through VC/OAVM.

2. **Since the AGM is being conducted through VC/OAVM, the facility for the appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**

However, Body Corporate members intending to authorise their representatives to attend and vote at the AGM pursuant to Section 113 of the Companies Act, 2013 ('the Act'), are requested to send a certified copy (in PDF/JPEG Format) of the relevant Board Resolution/Authority letter, etc. authorizing their representatives to attend the AGM to the scrutinizer by e-mail to shashikant@cacsindia.com.

Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

3. An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto. Further, Information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the AGM (Item nos. 3, 4 & 6 of the Notice) is given in Annexure-A to the Notice.
4. The Company has fixed Friday, July 28, 2023, as the 'Record Date' for determining the entitlement of members for payment of final dividend for FY23, if approved at the AGM and for the purpose of voting on resolutions set out in the Notice.
5. Final dividend of ₹9/- per equity share of ₹10/- each for the year ended March 31, 2023, has been recommended by the Board of Directors, at its meeting held on May 26, 2023, subject to the approval of the members at the AGM. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after September 5, 2023.
6. The final dividend for FY23 will be paid electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent, M/s. Link Intime India Private Limited ('Linkintime or RTA') (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
7. Members may note that the Income-tax Act, 1961, ('the IT Act') as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ('TDS') at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

| | |
|---|---|
| Members having valid Permanent Account Number ('PAN') | 10% or as notified by the Government of India |
| Members not having PAN/Invalid PAN | 20% or as notified by the Government of India |

However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during FY24 does not exceed ₹5,000/- and also in cases, where members provide Form 15G (applicable to an individual aged less than 60 years)/Form 15H (applicable to individual aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F or any other document which may be required to avail the tax treaty benefits.

Members are requested to visit [https://www.infoedge.in/InvestorRelations/Investor Services Tax](https://www.infoedge.in/InvestorRelations/Investor_Services_Tax) for format of relevant declaration(s), instructions and information on this subject.

As per the Finance Act, 2021, Section 206AB has been inserted (further amended by Finance Act, 2022), providing for twice the TDS rate specified for the non-filers of income tax return. However, the said proposed provisions will not apply to a non-resident who does not have a permanent establishment in India. The income tax authorities have come up with a list of specified persons i.e. the persons who have not filed their returns as per Section 206AB of the Finance Act, 2021. Accordingly, TDS shall be applicable at twice the rate of TDS specified in case of a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section.

The aforesaid documents are required to be uploaded at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before August 14, 2023. Please note the company will not accept any declaration/documents uploaded on any email address. Kindly use the above link for uploading tax withholding documents/declaration only. No communication would be accepted from members after August 14, 2023, regarding tax-withholding matters. Shareholders may write to dividend.tds@infoedge.com for any clarifications on this subject.

The Company will issue soft copy of the TDS certificate to its shareholders through e-mail address registered with the Company/Linkintime post payment of the dividend. Shareholders can also check & download the tax credit statement from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).

8. 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.
9. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel & Shareholding, Register of Contracts and Arrangements in which directors are interested and Certificate from M/s. Chandrasekaran Associates, Company Secretaries with regard to the implementation of the Company's Employee Stock Option Schemes in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to investors@naukri.com.
10. Members intending to require information about financial statements to be explained at the AGM are requested to write to the Company at least ten days in advance of the AGM at investors@naukri.com.
11. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
12. Members holding shares in dematerialized mode are requested to intimate all changes, if any, 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.
13. SEBI has pursuant to its Circular dated March 16, 2023 in supersession of its earlier circulars dated November 3, 2021 & December 14, 2021 has mandated all the physical security holders to update their PAN, Address with PIN code, E-mail address, Mobile Number, Bank Account details, Specimen Signature and Nomination(s) by holders of physical securities with the Company or RTA of the Company at the earliest. Pursuant to the said circular, the Company has sent individual letters to all the members holding shares in physical form for furnishing their PAN, KYC details, nomination, etc. Members are requested to submit these details to the Company's RTA by using any one of the following modes for submission:
 - a) through 'In Person Verification' (IPV): by producing the originals to the authorized person of the RTA at Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC, Near Savitri Market Janakpuri, New Delhi 110058, who will retain copy(ies) of the document(s).
 - b) in hard copy: by furnishing self-attested photocopy(ies) of the relevant document with date at aforesaid address.
 - c) through electronic mode with e-sign:
 - i. in case your e-mail is already registered with us, you may send the scanned copies of your KYC documents with e-sign at our dedicated e-mail-id: kyc@linkintime.co.in. Kindly mention the e-mail subject line as 'KYC Updation - (Company Name) - Folio No : _____'

- ii. Members can also upload KYC documents with e-sign on RTA website [>> Investor Services >> KYC Compliance](https://www.linkintime.co.in).

Relevant formats for submitting the above-mentioned details are available on the website of the Company as detailed below:

| | |
|--|------------|
| Form for availing investor services to register PAN, e-mail address, bank details and other KYC details or changes/update thereof for securities held in physical mode | Form ISR-1 |
| Update of signature of securities holder | Form ISR-2 |
| For nomination as provided in the Rules 19(1) of the Companies (Share capital and debenture) Rules, 2014 | Form SH-13 |
| Declaration to opt out | Form ISR-3 |
| Cancellation of nomination by the holder(s) (along with Form ISR-3)/Change of Nominee | Form SH-14 |
| Form for requesting issue of duplicate share certificate and other service requests for shares held in physical form | Form ISR-4 |
| The forms for updating the above details are available at: https://www.infoedge.in/InvestorRelations/Investor_Services_CS | |

In case a holder of physical securities fails to furnish details of PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers and such details are not available on or after October 01, 2023, RTA is obligated to freeze such folios. The securities held in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/ the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or the Prevention of Money Laundering Act, 2002.

14. As per the provisions of Section 72 of the Act, the facility for submitting nomination(s) is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form and to the RTA, in case the shares are held in physical form.
15. 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.
16. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA 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.
17. 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 shall be transferred to the 'Investor Education and Protection Fund' ('IEPF') of the Central Government pursuant to Section 125 of the Act, after the respective dates mentioned against thereof. Kindly note that after such transfer, the members will not be entitled to claim such dividend from the Company.

| Financial Year Ended | Date on which unpaid dividend become due for transfer to IEPF |
|-----------------------------|--|
| 31.03.2016 | N.A. |
| 31.03.2017(I) | 26.11.2023 |
| 31.03.2017(I)(Second) | 27.03.2024 |
| 31.03.2017 | 20.08.2024 |
| 31.03.2018(I) | 30.11.2024 |
| 31.03.2018(I)(Second) | 04.03.2025 |
| 31.03.2018 | 23.08.2025 |
| 31.03.2019(I) | 29.11.2025 |
| 31.03.2019(I)(Second) | 28.02.2026 |
| 31.03.2019 | 12.09.2026 |
| 31.03.2020(I) | 12.12.2026 |
| 31.03.2020(I)(Second) | 13.03.2027 |
| 31.03.2021(I) | 11.07.2028 |
| 31.03.2022(I) | 06.02.2029 |
| 31.03.2022 | 25.09.2029 |
| 31.03.2023(I) | 11.12.2029 |

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: https://www.infoedge.in/InvestorRelations/IR_Unpaid_Unclaimed to ascertain details of shares so transferred in the name of IEPF Authority.

To claim the shares transferred to IEPF Authority, the claimant member is required to file the web based Form IEPF-5 from 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 said 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, which shall upon due satisfaction transfer the shares to the account of the claimant member.

18. Process for dispatch of Annual Report and registration of email address for obtaining copy of Annual Report

In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participant. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.infoedge.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.

The members of the Company are requested to send their request for registration of e-mail address by following the procedure given below for the purpose of receiving the AGM Notice along-with Annual Report 2022-23.

- **Registration of email id for shareholders holding shares in physical form:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with RTA by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html on their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail heading and following the registration process as guided therein. The members are requested to provide details such as name, folio number, certificate number, PAN, mobile number and e-mail id and also upload the image of PAN, aadhar card, share certificate & Form ISR-1 in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- **For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

- **For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with RTA by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html on their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail Registration heading and following the registration process as guided therein. The members are requested to provide details such as name, DPID, Client ID/ PAN, mobile number and e-mail id and also upload the image of CML, PAN, aadhar card & Form ISR-1 in PDF or JPEG format (upto 1 MB). In case of any queries, member may write to rnt.helpdesk@linkintime.co.in, under Help section or call on Tel no.: 022-49186000.

- Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/RTA to enable servicing of communication and documents electronically. In case of any queries, shareholders may write either to the Company at investors@naukri.com or to the RTA at aforesaid e-mail id.

Registering e-mail address will help in better communication between the Company and you as an esteemed stakeholder and importantly will reduce use of paper, thereby contributing towards green environment.

However, a member is also entitled for getting the hard copy of the Notice along-with Annual Report upon making a request via e-mail to investors@naukri.com or to the RTA at aforesaid e-mail id.

19. **Procedure for joining the AGM through VC/OAVM**

NSDL will be providing facility for voting through Remote E-Voting, for participation in the 28th AGM through VC/OAVM facility and E-Voting during the 28th AGM.

The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the respective Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Procedure to raise questions/seek clarifications with respect to Annual Report at the 28th AGM:

Members can submit their questions in advance from their registered e-mail address, mentioning their Name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address i.e. investors@naukri.com atleast 48 hours in advance before the start of the AGM i.e. August 23, 2023, 05:30 P.M. IST. Such questions by the Members shall be taken up during the AGM and replied by the Company suitably.

Members, who would like to ask questions during the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address i.e. investors@naukri.com atleast 48 hours in advance before the start of the AGM i.e. by August 23, 2023, 05:30 P.M. IST. Those members who have

registered themselves as a speaker shall be allowed to express their views or ask questions during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

20. Voting through electronic means:

All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.

- I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Circulars, members are provided with the facility to cast their votes by electronic means through the Remote E-Voting platform provided by the NSDL. The Remote E-Voting period will commence on August 21, 2023, at 09:00 A.M. IST and will end on August 24, 2023 at 05:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, August 18, 2023 may cast their vote through Remote E-Voting. The Remote E-Voting module will be disabled by NSDL for voting thereafter. The voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The manner of Remote E-Voting by members is provided in the 'Instructions for Remote E-Voting' section which forms part of this Notice.
 - II. You can also update your mobile number and e-mail address in the user profile details of the folio, which may be used for sending future communication(s).
 - III. 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 of Friday, August 18, 2023. Any person who is not a member as on the cut-off date should treat the Notice for information purpose only.
 - IV. Members who have cast their votes by Remote E-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but they shall not be entitled to cast their vote again in the AGM.
 - V. The Scrutinizer shall, immediately after the conclusion of the E-Voting at the 28th AGM unblock the votes cast through Remote E-Voting and E-Voting at AGM and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, not later than 2 working days in terms of the Listing Regulation or 3 days in terms of the Act, whichever is earlier, from the conclusion of the 28th AGM, 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.
21. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e August 18, 2023 can obtain user-ID & password by sending a request at evoting@nsdl.co.in or at 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. If you forgot your password, you can reset your password by using 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com. Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under 'Access to NSDL E-Voting system'.
22. Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, failing him, Mr. Shashikant Tiwari (Membership No. F11919), Partner, M/s. Chandrasekaran Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the Remote E-Voting facility.
24. The results shall be declared after the AGM of the Company within above stipulated time. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website 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 AND REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 5

Pursuant to Section 143(8) of the Companies Act, 2013 ('the Act'), read with the Companies (Audit and Auditors) Rules, 2014, where a company has a branch office, the accounts of that office shall be audited either by the auditor of the company or by any other person qualified for appointment as an auditor of the company, or where the branch office is situated in a country outside India, the accounts of the branch office shall be audited either by the company's auditor or by an accountant or any other person duly qualified to act as an auditor of the accounts of the branch office in accordance with the laws of that country.

In order to meet the requirements of appointing Branch Auditors under the local laws of the country where the branch offices of the Company are situated viz. Riyadh, Qatar, Bahrain, Abu Dhabi and Dubai – DIC & Mainland, or any other branch office(s) which may be opened/acquired hereafter, approval of the members is proposed to be taken in the ensuing Annual General Meeting in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at Item No. 5 of the accompanying Notice.

The details of Branch Auditors proposed to be appointed for auditing the accounts of the existing branch offices of the Company are given below:

| Branch Name | Audit Firm | Accounting Period | Audit Fees paid for FY22/CY22 | Audit Fees paid/ payable for FY23/CY23 |
|----------------|------------------------------|-------------------|-------------------------------|--|
| Riyadh | Alkharashi & Co. (Mazaras) | Financial Year | SAR 51479 | SAR 54973 |
| Qatar | Ahmed Tawfik & Co. (Mazaras) | Financial Year | QAR 10000 | QAR 10500 |
| Bahrain | Moore Stephens | Calendar Year | BHD 530 | BHD 530 |
| Abu Dhabi | Jaxa Chartered Accountants | Financial Year | AED 5000 | AED 5000 |
| Dubai-DIC | Jaxa Chartered Accountants | Financial Year | AED 5000 | AED 5000 |
| Dubai-Mainland | Jaxa Chartered Accountants | Financial Year | AED 5000 | AED 5000 |

Note: Amounts of fees are exclusive of taxes.

The members are requested to authorize the Board of Directors of the Company (including its committees), to finalise the terms and conditions of appointment of above audit firm(s), including audit fees payable for FY24, which shall not exceed 20% of the audit fees paid/payable to such firms for FY23/CY23, as given hereinabove.

The Board recommends the resolution set out at Item No.5 of the Notice for approval by the members of the Company as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Item No. 6

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company vide a resolution passed by circulation on July 14, 2023, appointed Mr. Sanjiv Sachar (DIN:02013812), as an Additional Director on the Board of the Company effective July 15, 2023, to be designated as an Independent Director in accordance with Section 161(1) of the Companies Act, 2013 ('the Act') for a term of 5 (five) years, w.e.f. July 15, 2023 to July 14, 2028, not liable to retire by rotation, subject to approval of the members by way of a Special Resolution.

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

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

Mr. Sanjiv Sachar 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 and provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further,

Mr. Sanjiv Sachar has confirmed that 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 as an Independent Director of the Company.

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

The Board had opined that Mr. Sanjiv Sachar's skills, background and experience are aligned to the role and capabilities identified by the Nomination & Remuneration Committee and that Mr. Sanjiv Sachar is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Sanjiv Sachar is justified due to the following reasons:

- Deep knowledge and expertise in strategy, governance, finance and human resources.
- Experience of serving on the Boards of Indian listed companies.
- Educational background and rich experience across various institutions.
- Practical wisdom and good judgment, risk and compliance oversight, business environment knowledge, and exposure to leadership roles.

In the opinion of the Board, Mr. Sanjiv Sachar is a person of integrity and fulfills the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive, Independent Director of the Company and is independent of the Management.

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

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company <https://www.infoedge.in/pdfs/terms-and-conditions-of-appointment-of-independent-directors.pdf> and are available for inspection.

Mr. Sanjiv Sachar is interested in the resolution set out at Item No.6 of this Notice with regard to his appointment. The relatives of Mr. Sanjiv Sachar 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.

The Board recommends the resolution set out at Item No.6 of the Notice for approval by the members of the Company as a Special Resolution.

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

Sd/-

Jaya Bhatia

Company Secretary & Compliance Officer
Membership No: A33211

Place: Noida

Date: July 14, 2023