

Date: April 21, 2024

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 intimation dated March 21, 2024, wherein we enclosed the Notice of Postal Ballot along with the explanatory statement annexed thereto, seeking consent of the members by way of Postal Ballot through Remote E-voting with respect to the following proposed resolution:

Item No.	Proposed Resolution	Resolution Type
1	Re-appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company	Special Resolution

The Company, vide its intimation dated March 21, 2024, had also informed that in compliance with the provisions of General Circular dated September 25, 2023 read with General Circulars dated April 08, 2020 and April 13, 2020 issued by Ministry of Corporate Affairs, the Company had sent Postal Ballot Notice in electronic form only on Thursday, March 21, 2024 to all the members whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, March 15, 2024, being the cut-off date for the purpose.

In connection with the above, the Company is pleased to inform that the members of the Company have approved the aforesaid resolutions 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 Remote E-voting, i.e. Saturday, April 20, 2024.

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 results of the Postal Ballot through Remote E-voting in the prescribed format under Regulation 44(3) of LODR are also enclosed herewith and will also be uploaded on the Company’s website viz. <http://www.infoedge.in> and on website of Link Intime India Pvt. Ltd. viz. <https://instavote.linkintime.co.in>.

You are requested to take the same on record.

Thanking You,

Yours faithfully,

For **Info Edge (India) Limited**

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by JAYA BHATIA
Date: 2024.04.21
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Jaya Bhatia

Company Secretary & Compliance Officer

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 by way of electronic voting process conducted in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolutions contained in the Notice dated February 13, 2024

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of Info Edge (India) Limited (hereinafter referred to as "Company") for scrutinizing the Postal Ballot process by way of voting by electronic means in respect of passing of the resolution(s) contained in the Notice dated February 13, 2024 ("Postal Ballot Notice") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing regulations**") with the Stock Exchanges including Circular Nos. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated July 11, 2023 issued by the Securities and Exchange Board of India (the '**SEBI Circulars**'), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ('SS-2') relating to postal ballot by way of electronic voting.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution(s) contained in the Postal Ballot Notice, based on the data downloaded from website of M/s. Link Intime India Pvt. Ltd. ("Linkintime"), authorised agency engaged by the Company to provide the electronic voting facility till the time fixed for closing of the voting process i.e. on or before 05:00 P.M. (IST) on Saturday, April 20, 2024.
3. The Members of the Company as on the "cut-off date" i.e. Friday, March 15, 2024, were entitled to vote on the proposed resolution(s) to be passed through Postal Ballot by way of electronic voting means as set-out in the Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the Postal Ballot.

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SHASHIKANT

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4. The E-voting period remained open from Friday, March 22, 2024 at 9:00 A.M (IST) and ended at 5:00 P.M (IST) on Saturday, April 20, 2024, on the designated website of LinkIntime i.e. (<https://instavote.linkintime.co.in>)
5. On Thursday, March 21, 2024, the Company had completed the dispatch of Postal Ballot Notice, to its Members whose name(s) appeared in the Register of Members/List of beneficial owners received from LinkIntime India Private Limited ("Registrar and Transfer Agent") as on the Cut-off date i.e., Friday, March 15, 2024 and whose e-mail IDs were registered with the Company and Depositories and Registrar and Transfer Agent. Pursuant to the MCA Circulars, the Company had dispatched the Postal Ballot Notice through e-mails only. The Company has not dispatched the Postal Ballot Notice to those members whose e-mail IDs were not registered with the Company and/or Depositories and Registrar and Transfer Agent.

However, the Company had also given an option to the members to register their e-mail id's with the Company and/ or their depository participants in the Postal Ballot Notice dated February 13, 2024, which was uploaded on the website of the Company (<https://www.infoedge.in>), on the website of LinkIntime (<https://instavote.linkintime.co.in>) and also published newspaper advertisements on March 06, 2024 in Financial Express (English) & Jansatta (Hindi) for registration of e-mail ids' and post successful registration of the email, the shareholders would get soft copy of Postal Ballot Notice and the procedure for electronic voting.
6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballot were not dispatched and accordingly, voting was done through electronic voting only.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in Financial Express (English) and Jansatta (Hindi), on March 22, 2024 informing about the completion of dispatch of Postal Ballot Notice to the Members, who have registered their e-mail id's with the Company/depositories/ Registrar and Transfer Agent along with other related matters mentioned therein.
8. I had monitored the process of electronic voting through the scrutinizer's secured link provided by LinkIntime through its designated website i.e. <https://instavote.linkintime.co.in>.
9. After completion of electronic voting process, votes casted by the Members, were unblocked in the presence of two witnesses, Kanishka Aggarwal R/o. C-39, Acharya Kriplani Road, Adarsh Nagar, New Delhi- 110033 and Ishika Jain R/o. 1004, B Block, New Ashok Nagar, Delhi- 110096 who are not in the employment of the Company.
10. The particulars of report downloaded from the website of LinkIntime have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through electronic voting were reconciled with the records maintained by the RTA of the Company and authorizations, if any lodged with the Company.
12. This report is based on votes casted through electronic voting, which was downloaded from the website of LinkIntime i.e. <https://instavote.linkintime.co.in>.

13. After ascertaining the votes casted through electronic voting, I hereby submit the result as under:

Item No. 1:

Re-appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company (Special Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,803	109,314,961
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/ Partially exercised/ Less voted	10*	389,854*
	No. of Valid Votes Cast	1,803*	108,925,107*

Note: *1(One) member holding 2 equity shares have not exercised vote.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,645	105,914,866	97.24
Against	165	3,010,241	2.76
Total	1,810**	108,925,107**	100.00

Note:

- a. **1 (One) member holding 549709 equity shares has partially exercised 6749 votes in favour and 203597 in against and not exercised for 3,39,363 votes on the resolution, therefore 1 (One) Shareholder have voted “for” and “against” both and therefore, the total number of Members voted has been increased by 2 (Two) Shareholders.
- b. **8 (Eight) members holding 248415 equity shares have partially exercised 197926 votes in favour and not exercised for 50489 votes on the resolution.
14. Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed with requisite majority, on Saturday, April 20, 2024, being the last date of E-voting for the Members of the Company. Therefore, the Chairman or any other person authorised by him may accordingly declare the result thereof.

15. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking You,

Yours faithfully,

Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 4186/2023

TIWARI
SHASHIKANT

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Date: 2024.04.20 22:54:01 +05'30'

Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919F000201559

Place: Delhi
Date: 20.04.2024

CHINTAN
ARVIND
THAKKAR

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by CHINTAN
ARVIND THAKKAR
Date: 2024.04.21
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Countersigned by:

For and on behalf of Info Edge (India) Limited
Chairman or Director/ Company Secretary
authorised by him

Pursuant to Regulation 44(3) of the SEBI's (Listing Obligation and Disclosure Requirements) Regulations, 2015 the results of voting (both physical and electronic) are as under:

Date of Postal Ballot	Saturday, April 20, 2024
Total no. of Shareholders as on record/cut-off date, i.e. March 15, 2024	219592
No of Shareholders present in the meeting either in person or proxy*	
Promoters and Promoter Group	Not Applicable
Public	
Total	
No of Shareholders attended the meeting through video conferencing	
Promoters and Promoter Group	Not Applicable
Public	
Total	

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Resolution 1								
Resolution Required (Ordinary/Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of the Resolution Considered			Re-appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company					
Category	Mode of Voting	No. of shares held [1]	No. 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	49015318	49015318	100.00	49015318	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		49015318	100.00	49015318	0	100.00	0.00
Public Institutions	E-Voting	65903486	55388077	84.04	52378634	3009443	94.57	5.43
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55388077	84.04	52378634	3009443	94.57	5.43
Public Non-Institutions	E-Voting	14465316	4521712	31.26	4520914	798	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4521712	31.26	4520914	798	99.98	0.02
Total		129384120	108925107	84.19	105914866	3010241	97.24	2.76

Details of Invalid Votes	
Category	No. of Votes
Promoter and promoter group	0
Public-institutions	0
Public Non-Institutions	0

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